ROCKY III

by

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PROLOGUE

FADE IN:

The film begins with the final moments of Rocky II...

A1 ROCKY

is bombing APOLLO CREED with punches and pulling back to the floor... Rocky cuts loose with a desperation punch that sends Apollo and himself crashing to the floor.

The REFEREE is counting both men out... The crowd is in a frenzy... At the last moment, Rocky rises and is declared the winner... Pandemonium.

ROCKY
(in microphone)
... I can't believe this happened -- I wanna thank Apollo for fightin' me, Mickey for trainin' me and the great people of Philadelphia.

FAN
We love ya, Rock!

ROCKY
I love ya's too -- Except for my kid being born, this is the greatest night in the history of my life... I just wanna say one more thing to my wife at home... Yo Adrian, I did it!!

The crowd cheers and Rocky goes over and embraces MICKEY... The SCENE FREEZES and Rocky II ends.

CRASH CUT:

What begins is a MONTAGE recounting the events of Rocky's life for the past three years... The MONTAGE is done in a rampaging newsreel style.

1 INT. ARENA

... Front page sports section reads: "ROCKY WINS FIRST TITLE DEFENSE."

A photo of Rocky engaged in violent combat... the photo becomes LIVE ACTION...

1 CONTINUED:

Rocky batters a large challenger against the ropes and finally to the canvas... The referee stops the fight. Ecstatic, Rocky waves at Adrian sitting ringside. She applauds and Rocky and his trainer, Mickey, embrace.

2 INT. ARENA

The front page sports headlines read: "STALLION BY KAYO IN 2ND."

Again a photo of Rocky pounding his opponent becomes live action.

The challenger fights gallantly but Rocky's thunderous hooks to the body drop him cold... Rocky jumps for joy as the referee raises his hand in victory... Paulie and Adrian applaud.

Rocky and Mickey embrace as Rocky hoists his manager in the air.

Seated near ringside is a huge, steely-faced fighter named Clubber Lang... He views the victory with obvious jealousy and distaste for Rocky.

3 ROCKY

kayos two more challengers with relative ease.

CUT TO:

4 ROCKY

on the covers of "Sports Illustrated," "Ring Magazine," and "Boxing Illustrated."

CUT TO:

5 CLUBBER LANG

a heavily muscled fighter, stands in a sweaty boxing stance glaring out from the cover of a boxing magazine ... the caption reads: "CLUBBER LANG: A NEW POWER AMONG HEAVYWEIGHTS."

CUT TO:

6 CLUBBER LANG

is seen knocking out his first opponent. He shows no mercy as he rips into the fallen fighter while the man lays helplessly across the ropes... The referee strains to pull the savage fighter off.

CUT TO:

7 INT. CITY HALL

Headlines: "ROCKY TO RECEIVE MERIT AWARD."

The headline is SUPERIMPOSED over a still of Rocky as he stands with Adrian, Mickey and a group of city officials.

Rocky is accepting the plaque as the mayor raises Rocky's fist in the air.

CUT TO:

8 HEADLINES: "LANG WINS 6TH IN A ROW."

CUT TO:

9 CLUBBER LANG

stalks another opponent. It is maniacal the way he beats the man to the canvas. The referee points to a neutral corner, but Clubber merely brushes the referee aside and curses at his unconscious opponent. Mickey is in audience.

10 INT. ARENA

Rocky knocks out three more challengers... Seated among the crowd is Clubber Lang.

11 INT. ARENA

Clubber flattens three opponents with his tank-like bludgeoning style... His knockouts are vicious displays of utter savagery compared to the much tamer style of Rocky... Mickey sits in the background, his eyes reflect a growing concern.

12 INT. ARENA

Headlines: "BALBOA IN EASY VICTORY."

(CONTINUED)

12 CONTINUED:

After Rocky's hand is held in victory by the referee, he goes over and shakes hands with defeated challenger. Rocky and Mickey embrace... Paulie and Adrian are at ringside... Paulie is jealous and drunk. Adrian looks on with disapproval.

PAULIE
... Lend me five grand. I owe a few people.

In the ringside crowd is the massive fighter Clubber... His hatred mounts...

13 EXT. ROCKY'S HOUSE - DAY

Rocky, Adrian, Rocky Jr. and Mickey stand beside a "For Sale" sign in front of a beautiful house. Rocky nods yes to the real estate agent.

14 HEADLINES: "LANG POUNDS TO 20TH VICTORY."

Clubber is seen beating opponent senseless... He snarls and clubs the man with illegal rabbit punch... He shoves his foe into a corner. Propping him upright, he smashes him with pulverizing hooks that transform the man's face into a pulp...

15 STILL SHOT

A large banner reads: "POLICE ATHLETIC LEAGUE MAN OF THE YEAR." Beneath that is a photo of Rocky wearing his championship belt... A series of still shots reveal Rocky flanked by many city officials seated at the banquet table...

Rocky receives a plaque from the police commissioner...

16 INT. ARENA

Headlines: "CLUBBER LANG NOW RANKED EIGHTH."

Clubber bombs out another boxer in his animalistic fashion and spits at the fallen man... Clubber leans through the ropes and screams at the frightened reporters.

CLUBBER
I want Balboa, hear?!

Mickey is in the audience.

17 INT. ARENA

Headlines read: "BALBOA EASILY DEFEATS CHALLENGER IN 5TH."

A photo of Rocky digging a hook into the midsection of the hapless challenger becomes live action.

Rocky drives the man across the ring and corners him on the ropes... The challenger's corner throws in the towel.

The referee raises Rocky's hand... Rocky pats his fellow fighter on the shoulder and waves down at Adrian.

Paulie refuses to join the crowd in cheering for Rocky.

18 HEADLINES: "LANG BECOMES NUMBER FOUR CONTENDER."

Lang again thunderously pounds opponent into unconsciousness...

Mickey's apprehensive form is seen seated in the audience.

19 INT. ARENA

Headlines: "STALLION WINS IN THIRD."

Rocky steps inside challengers jab and slams a hook to the jaw. The challenger is out before he hits the floor... Rocky helps him to his feet.

Mickey jumps for joy.

Paulie is seated next to Adrian.

PAULIE
Lend me ten grand? What's the big deal?

Adrian glances at him and shakes her head. He leaves.

20 INT. ROCKY'S NEW HOUSE

It is Christmas time... Rocky, Adrian, Rocky Jr. and Mickey are present... Mickey is dressed up as Santa Claus... The room is decorated nicely... Rocky Jr. sits on Mickey's lap opening a present...

21 INT. GYM - NIGHT

Clubber is all alone hitting the heavy bag.

CUT TO:

22 INT. BAR

The bar room is cheaply decorated for Christmas... Paulie sits alone drinking.

23 HEADLINES: "CLUBBER DESTROYS WILSON IN THIRD."

Clubber's opponent's face is very battered as he clobbers him with a series of body punches and a hook to the head that finishes him off...

24 INT. ARENA

Headlines: "ROCKY WINS TENTH TITLE DEFENSE."

Rocky is fighting his heart out... Mickey screams instructions.

MICKEY
Roll under an' double hook.

Rocky throws a hook over the right, and the challenger goes down... The referee stops the fight... Mickey jumps in the ring and hugs Rocky... Paulie observes the adulation Rocky receives and despondently leaves.

ROCKY
Hey, Mickey, I've been thinkin' about havin' my face fixed --
(touches the scar tissue)
Get all this fixed.

MICKEY
Whatta ya a glamour boy or a pug?

ROCKY
... I'm gonna get it fixed.

25 STILL SHOTS

Rocky is seen after plastic surgery adorning the covers of five magazines selling products.

26 CLUBBER

in between every still shot Clubber is seen viciously assaulting the heavy bag, that resounds under his fists.

27 INT. GYM - NIGHT

Clubber is diligently training in the gym. He hits the heavy bag and the sound of a BELL is heard. He sharply turns around.

28 CLUBBER

The BELL from the last scene bleeds over and Clubber turns and charges his opponent... He corners the man and furiously attacks his body... The man's agony spurs Clubber on to ever greater leaps into the air and the SCENE FREEZES.

Headline: "CLUBBER LANG WINS-NUMBER ON CONTENDER."

CLUBBER
It's my time!!

29 INT. ANDY'S BAR - NIGHT

The CAMERA MOVES SLOWLY along the bar revealing haggard, soul weary drinkers passing their lives away in a painless stupor. The days news report is heard in the background.

The CAMERA PANS UP to a television just as a SPORTSCASTER comes on.

30 INTERCUT

SPORTSCASTER #1
Well folks, today proved to be an interesting day in sports -- First, boxing. Clubber Lang, the devastating southpaw New York Heavyweight, demolished his hapless opponent in the first round to become the undisputed number one contender -- Here's the action.

31 INTERCUT

CLUBBER LANG has his man against the ropes and savagely beats him to the canvas. The referee tries to break it up but Clubber shoves him away and curses at his unconscious foe... The action switches to Clubber Lang at ringside moments after the fight.

CLUBBER
(very aggressive)
... Today I proved myself -- I don't have to prove no more -- I want a shot at the title if Balboa has the guts to meet me in the ring or anywhere else. I want him and I'm gonna get him! I've waited three years -- soon he's gonna be mine -- He can't duck me forever.

32 INTERCUT

A picture of Rocky appears behind him.

SPORTSCASTER #1
... Well, another southpaw Heavyweight Champion, Rocky Balboa, doesn't seem to be worried about much these days, having just triumphed in his tenth title defense. He has even agreed to...

33 CAMERA PANS DOWN

and reveals PAULIE sitting at the bar... He is a portrait of depression.

34 SPORTSCASTER #1

SPORTSCASTER #1
... Take on the World's Heavyweight Wrestling Champion in a sort of charity stunt with all the proceeds going to local youth foundations -- I'll give him credit, Mr. Balboa manages to keep busy -- a true sportsman and it looks like number one contender Clubber Lang will have to continue the waiting game. It would be a great match up -- also today, basketball's premier forward...

35 ANDY

the bartender comes over.

ANDY
... Ya brother-in-law is an alright guy -- lotta heart.

Paulie shrugs.

ANDY
(continuing)
... Tell him to come around some time.

PAULIE
(rises)
... You tell him.

Paulie starts to exit.

ANDY
Ya going? Hey, give Rocky my best.

PAULIE
Y'know, I been comin' here years -- How 'bout I get ya best once -- me, Paulie.

Andy stares at him and moves to the door... At the door is a poster of Rocky campaigning for Easter Seals -- "GIVE A KID A FIGHTING CHANCE."... Paulie eyes it then moves on. Two GUYS enter the bar and wave at Paulie.

GUY #1
Yo, Paulie, how's the Rock?

Paulie exits in silence.

36 EXT. MARKET STREET - NIGHT

Paulie, drunk and angry, moves along the sidewalk... He challengingly bumps into several people who are in his path.

Paulie moves on and passes by a penny arcade.

37 INT. PENNY ARCADE

Inside are nearly twenty people... Paulie freezes and enters... What has caught his eye is a beautiful pinball machine with Rocky's image colorfully painted across the backing... A young street punk and several friends are playing the NOISY machine; they tilt the machine and move on... Paulie enters and eyes the blinking image of Rocky and suddenly loses control and flings a stool at the machine... He attacks the machine with a vegeance as people shift around dumbfounded.

OWNER
Get the hell outta here!

The Owner grabs Paulie from behind... Paulie easily flings him off and turns like a cat.

PAULIE
Who you touchin'!? Who wants it!?

Paulie heaves a bar stool against the wall, and people begin fleeing.

PAULIE
(continuing)
Ya all friggin' losers! Only losers play that game! Get out before I break ya heads!!

Paulie heaves another stool and SHATTERS his own mirrored reflections.

38 INT. CITY JAIL - NIGHT

The metal door to the corridor of the holding tank opens and ROCKY and a POLICEMAN enter.

POLICEMAN #1
I read in the paper ya gonna fight this wrestler, Rock.

ROCKY
... Yeah.

38 CONTINUED:

POLICEMAN #1
I gotta see that one.

Rocky nods.

POLICEMAN #1
(continuing)
My uncle use to wrestle -- weighed about two-forty.

ROCKY
... Good.

POLICEMAN #1
Hell of a drinker too -- a whole case, no problem -- How is it? Cold outside. It's always freezing down here, feel it... Y'know that last fight ya had was great. When you gonna fight this Clubber Lang?

Rocky shrugs.

POLICEMAN #1
(continuing)
... This ya relation here?

Rocky nods.

They arrive in front of a holding cell... Inside Paulie is curled in a disheveled, sleeping, drunken ball alongside five other drunks.

Rocky studies Paulie's pitiful state.

ROCKY
Paulie...
(louder)
Paulie...

Paulie's constricted red eyes open and focus on Rocky with almost a hint of hatred.

39 EXT. JAILHOUSE PARKING LOT - NIGHT

Paulie and Rocky saunter quietly between the cars... Paulie lags a few paces behind... The tension is heavy.

ROCKY
Whatta ya doin', Paulie?... Whatta ya doin'?

(CONTINUED)

39 CONTINUED:

PAULIE
(dryly)
... I don't have to say nothin'.

ROCKY
(turns)
You better say somethin' -- This is the fourth time I got you outta here.

PAULIE
What? You wanna hear that I owe you? -- You, I don't owe nothin'.

ROCKY
No, you don't owe me nothin'.

PAULIE
So whatta ya want I should do?
(glances around: unsteadily lights a smoke)
My sister ain't here?

ROCKY
She's home.

PAULIE
Home -- Me an' her was tight before you come in... I raise her an' she don't come down...

ROCKY
She don't like this kinda thing here.

PAULIE
Whatta you know!? I give ya my sister, an' whatta you give me? For three years ya throw a few free tickets my way... You and the sister can go to hell!!

ROCKY
Watch ya mouth, Paulie.

PAULIE
Whatta ya gonna do, whack me? C'mon, I don't sweat you.

ROCKY
Why don't you screw ya head on right?

(CONTINUED)

39 CONTINUED: (2)

Paulie reddens and kicks a car.

PAULIE
It's your friggin' head that ain't on right, not me!

ROCKY
What did I do?

PAULIE
What'd ya do? Nothin'. Ya done nothin' -- Ya done for everybody else -- Big man -- For three years -- done anythin' for Paulie? Nothin'? -- You coulda give me a good job, but no, the only thing ya ever give me was a stinkin' Rolex watch!

ROCKY
Paulie.

PAULIE
That's it -- a Rolex watch! -- So what?!

Paulie rips the watch off his wrist and smashes it to the pavement.

PAULIE
(continuing)
There's ya watch -- I ain't no needy case!

ROCKY
(picks up shattered watch)
... Paulie.

Paulie knocks it out of his hand.

PAULIE
Leave it down! It never kept no good time anyway! Big charity handout! Did ya forget when ya was a punk and how guys use to laugh at how jive ya use to be? Who wacked them bums out!?

ROCKY
Ya got it backwards -- They use to laugh at both of us.

PAULIE
Nobody ever laughed at me! --
(MORE)

(CONTINUED)

39 CONTINUED: (3)

PAULIE (CONT'D)
-- Tell me who fixed ya up with ya first woman -- Me! Paulie! I was responsible.

ROCKY
She was pregnant.

PAULIE
So what?! Ya weren't no prize either! You, I always tried to help ya but got nothin' back -- Ya buy a new house an' ya move Mickey in, ya don't ask me?! Why?! The ol' man is better than me?
(hits his chest)
This here ain't cardboard -- I got feelin's. Here

ROCKY
Everybody's got 'em.

PAULIE
Hell with everybody.

ROCKY
(softly)
... No, maybe it's the hell with you.

PAULIE
(taken aback)
What?!

ROCKY
Hey, why don't ya say what ya mean once in ya life.

PAULIE
Say?! -- Ya want me to say something? You got it! I'm sayin' that you been keepin' me down! I'm sayin' ya forgot who ya friends are, and I'm saying' ya been tryin' to make me look like a loser in front of my sister!

ROCKY
You still don't got it right! -- The truth is we started out on the same corner -- even --
(MORE)

(CONTINUED)

39 CONTINUED: (4)

ROCKY (CONT'D)
-- I got real lucky with everything an' it's drivin' you nuts, 'cause as long as I was a bum, ya always had somebody ya could feel better than. Right, Paulie? That's where it's at! -- And jobs? I got ya ten jobs an' you blew them all because you don't wanna work. What you want is what everybody else has got! Yo, it don't work that way!

PAULIE
I don't wanna hear this crap!

ROCKY
C'mon, ya talk like everybody owes ya a livin'.

PAULIE
Shut ya mouth!

ROCKY
(overlapping)
Nobody owes nobody nothin' -- You owe yaself.

PAULIE
That ain't right! Friends owe!!

ROCKY
Friends owe nothin'! They do 'cause they wanna do, understand?

PAULIE
(shoves Rocky)
Shut ya friggin' mouth!... Ya been keepin' me down!

ROCKY
Keep yellin' it, Paulie, an' maybe you'll believe it! Keepin' you down? Ya know, sometimes you're like a crazy brother to me, so I'm gonna tell ya what I'm feeling here, an' I mean this from the heart. You ain't down, Paulie. You ain't a loser, you're just a jealous, lazy bum!

Paulie swings wide at Rocky who jumps back and blocks it, and Paulie swings again and Rocky again blocks it.

(CONTINUED)

39 CONTINUED: (5)

PAULIE
(bellowing and swinging)
... C'mon! C'mon! I'll break ya mouth! I'll break everything! C'mon!

Paulie swings and Rocky blocks again... Paulie continues to battle Rocky for nearly the length of the parking lot until Paulie is exhausted... Paulie just stares at him pathetically.

PAULIE
(continuing)
Can I have a job?

ROCKY
All ya had to do was ask.

They start to move away, their voices trail behind... Rocky rubs his sore arms.

ROCKY
(continuing)
... You punch pretty good.

PAULIE
... Think so?

ROCKY
... Superb.

40 INT. ROCKY'S HOUSE - HALLWAY

Paulie's in the hallway speaking through the bedroom door at Rocky and Adrian.

PAULIE
Hey... What time do ya need me tomorrow?

ROCKY (O.S.)
I'll give ya a call.

PAULIE
Ya ready to smash this wrestler bum -- feel good?

ROCKY (O.S.)
... I'm okay, thanks.

41 INT. BEDROOM

Rocky and ADRIAN are beneath the covers in the darkened room.

ROCKY
(yawns)
Listen, why don't ya go home an' get some rest.

42 PAULIE IN HALLWAY

PAULIE
Sure -- Rocko, maybe for this next fight I'll get involved with the business end -- I'm good with figures an' numbers, you know that.

43 ROCKY

ROCKY
(to Adrian)
He's somethin' else --
(to Paulie)
-- Maybe, Paulie.

44 MICKEY

sticks his head out of his room which is several feet away from Paulie.

PAULIE (O.S.)
Maybe the soft drink concessions --

ROCKY (O.S.)
Maybe.

ADRIAN (O.S.)
Good night, Paulie.

PAULIE (O.S.)
Nobody addressed you, Mrs. Stallion -- Hey, what's with talkin' through the door -- What am I? A disease carrier.

MICKEY
Hey, kid --

Paulie turns.

(CONTINUED)

44 CONTINUED:

PAULIE
How ya doin', Mick.

MICKEY
Good, kid, ya may wanna keep them up, but I'm a resident too, an' I need years of beauty sleep -- give the world a break.

Mickey goes back into his room.

PAULIE
Hey, I ain't here to cause trouble -- Yo, Rock -- I gotta go now -- Catch ya later -- An' a special goodnight to you, Mrs. Stallion.

ADRIAN (O.S.)
... Night, Paulie.

Paulie walks past Mickey, who's getting back into bed.

PAULIE
... Sometimes I can't believe she's livin' with another guy, y'know.

He walks away.

CUT TO:

45 ADRIAN AND ROCKY BEDROOM

ADRIAN
Any trouble with Paulie tonight?

ROCKY
Nothin' unusual.

ADRIAN
... He looks happy for a change.

ROCKY
... Definitely.

ADRIAN
Are you really goin' through with this wrestler -- They're so big.

ROCKY
... It'll be fun.

(CONTINUED)

45 CONTINUED:

Rocky looks at Adrian and croons poorly to her. (Song -- "I Only Have Eyes For You.")

ROCKY
(continuing)
'Sh-blup, blup... sh-blup, blup-ooo -- Here I am an' so are you.'

ADRIAN
(laughs)
Not too loud... What are you doin'?

ROCKY
Being romantic -- 'Sh, blup, blup' -- That's your part, c'mon, 'sh, blup, blup'...

ADRIAN
Rocky, please, you'll wake the baby.

ROCKY
'Sh, blup, blup' --

ADRIAN
(stiffly)
God forgive me... 'Sh, bloop, bloop.'

ROCKY
Good, but 'sh, bloop' ain't correct -- It's 'she blup' --

ADRIAN
Sorry -- 'Sh, blup, blup, oooo.'

ROCKY
(into hair brush)
'But I only have eyes for you.'

Rocky pauses.

ADRIAN
(shrugs)
'Sh, blup, blup' -- Well?

ROCKY
I don't know no more of the composition.

ADRIAN
Maybe we're lucky.

ROCKY
Very lucky...

ADRIAN
... Very lucky.

46 thru 52 OMITTED

53 EXT. SPECTRUM AREA - NIGHT

Outside the Philadelphia Spectrum, the marquee reads:

CITY YOUTH LEAGUE
PRESENTS
BATTLE OF CHAMPIONS
ROCKY BALBOA
vs
THUNDERLIPS

54 OMITTED

55 INT. SPECTRUM - NIGHT

A PAIR OF COMMENTATORS sit at ringside in front of a bank of television monitors... They wear headsets.

WRESTLING COMMENTATOR #1
Good evening one and all -- Tonight we have a most unlikely match -- Boxer against wrestler, with all the proceeds going to local charity -- I must say this evening's event could prove interesting -- Usually in matches where wrestler versus boxer, the wrestler always proves victorious -- Once boxer is grabbed, it's all over folks.

WRESTLING COMMENTATOR #2
Indeed it is -- And seated next to me is perhaps Rocky Balboa's next legitimate opponent, number one ranked, Clubber Lang... What do you think about all this?

CLUBBER
Man, I think nothin' about it -- I should be fightin' up there, not some wrestler -- Balboa has no dignity! I want that fool bad.

56 INT. ARENA - HALLWAY

Rocky, Mickey, AL and Paulie head toward the ring.

(CONTINUED)

56 CONTINUED:

MICKEY
I gotta question.

ROCKY
Yeah.

MICKEY
I'm old, but I'm still curious about some things in life -- Like what goes on in your head? Any normal functions?

ROCKY
Yeah, a few.

MICKEY
Can't be 'cause to fight this creature ya gotta have about a hundred pounds of brain damage -- I seen some wrestlers who are bigger than cement trucks... Ever fight a cement truck, kid?

ROCKY
... No.

MICKEY
It can cause a variety of damage.

ROCKY
Yo, this pep talk has done me a world of good, Mick. Thanks... How ya doin', Paulie?

PAULIE
(holding the bucket)
... Great -- Ya got any classier looking buckets.

CUT TO:

57 RINGSIDE

The Commentators are still chatting with Clubber Lang.

CLUBBER
The man's got nothin' inside -- nothin'! He's been duckin' me for three years just like that chump Apollo Creed before him.

(CONTINUED)

57 CONTINUED:

WRESTLING COMMENTATOR #1
Why do you think that is?

CLUBBER
Time -- The older I get, the better their chance -- But I don't believe nobody is better than me, and I'll never take no for an answer -- No way -- I will get him in the ring eventually an' beat him bad.

WRESTLING COMMENTATOR #2
Thank you, Clubber -- And here comes comes the World Champion now -- He seems relaxed, doesn't he?

WRESTLING COMMENTATOR #1
Like he's on his way to a picnic -- a fighting champion with over ten defenses to his credit since upsetting the great Apollo Creed several years ago.

CUT TO:

58 ROCKY AND HIS CORNERMEN

move swiftly through the crowd... He enters the ring.

WRESTLING COMMENTATOR #2 *
Rocky is now entering the ring --

CUT TO:

59 ROCKY

stands in the ring punching into the air and waves at Adrian and his son.

CUT TO:

60 ANOTHER ANGLE

Al rubs Rocky's neck as Paulie comes near.

PAULIE
Wanna beer or somethin'?

ROCKY
I'm working now.

(CONTINUED)

60 CONTINUED:

Clubber Lang steps up to ringside... Photographers snap away.

CLUBBER
Hey, boy, soon you're gonna be mine, hear?
(to photographers)
He ain't nothin' -- I am the real champion --

MICKEY
Get the hell outta here!

CLUBBER
I ain't goin' nowhere! When ya gonna have that punk fight me, ol' man?

MICKEY
When I feel like it.

CLUBBER
(to Rocky)
... Soon, man, soon.

Clubber walks away, and Rocky turns to Mickey.

ROCKY
When we gonna fight him?

MICKEY
... Do I make the match?

ROCKY
Yeah.

MICKEY
Then don't worry about it.

CUT TO:

61 THE COMMENTATORS

look at their monitors and the arena starts to resound with a symphony of mounting BOOS.

WRESTLING COMMENTATOR #1
The Wrestling Champion of the World now moves towards the ring -- Known only as the incredible Thunderlips. He is truly an awesome sight.

(CONTINUED)

61 CONTINUED:

WRESTLING COMMENTATOR #2
Certainly is -- How much would you take to get in the ring?

WRESTLING COMMENTATOR #1
(laughs)
Let's start with Fort Knox! Well, folks, it's David and Goliath time.

CUT TO:

62 THUNDERLIPS

towers way above the crowd as he scowls his way toward the ring... He is an awesome sight with his white wide-brimmed hat, huge mirrored sunglasses and flowing bright cape and outrageous outfit... He carries a white whip. Behind him are three slave girls. Two hold up his cape while a third fans him with ostrich plumes.

MICKEY
Let's call it off.

PAULIE
C'mon, it's for charity.

MICKEY
Ya wearin' out ya anatomy for charity -- No one else would do this much for charity.

ROCKY
Bob Hope would.

MICKEY
That's true.

CUT TO:

63 ROCKY, MICKEY, PAULIE AND AL

stare in silence at the mountain of flesh.

PAULIE
Why are they carrying him?

MICKEY
... He's walkin'.

(CONTINUED)

63 CONTINUED:

PAULIE
(low)
Better call Bob Hope.

The wrestler steps over the ropes, and his awesome size is overwhelming... Thunderlips goes to the microphone.

THUNDERLIPS
To all my love slaves out there, Thunderlips is here! In the flesh, baby!
(unravels the whip)
The ultimate male specimen!
(looks at Rocky)
The ultimate male versus the ultimate meatball!!

Thunderlips looks at himself in a mirror held by a slave girl then whips her away.

64 ADRIAN

cringes in her seat.

ADRIAN
... Oh, my God!

CUT TO:

65 PAULIE

moves close to Rocky.

PAULIE
How do ya fight a person like that?

ROCKY
(to Mickey)
How do you fight a person like that?

MICKEY
(to Al)
Ya got a hatchet?

AL
No hatchet, Mick.

MICKEY
(to Rocky)
... I'm outta ideas.

CUT TO:

66 THE RING ANNOUNCER

nods to the timekeeper who, in turn, RINGS the BELL.

WRESTLING ANNOUNCER
Welcome one and all to this evening's grand and unusual event with all the proceeds going to the City's Youth Foundations -- Without further delay, the last match in this card -- a fifteen minute time limit between two great athletes -- *

The crowd cheers... Rocky looks down at ringside and locks stares with Clubber Lang... Clubber slowly holds his fist up in a subdued, but effective, gesture... The Announcer once again motions to the timekeeper who RINGS the BELL.

WRESTLING ANNOUNCER
(continuing)
... In the white corner, an incredible sight, standing nearly seven feet, and weighing three hundred and ninety pounds... The undisputed champion of the Wrestling World, a man who calls himself the Ultimate Object of Desire, the Mountain of Molten Lust, the one, the only, 'Thunderlips.'

CUT TO:

67 THE CROWD

boos and gives the menacing giant thumbs down.

THUNDERLIPS
(fondles the slaves)
Eat ya hearts out! Ya all trash!!

WRESTLING ANNOUNCER
In the black corner, the slugger from Philly, a fighter known all over the globe as 'The Italian Stallion' --

CUT TO:

68 MICKEY AND ROCKY

ROCKY
How much do you think he eats?

(CONTINUED)

68 CONTINUED:

MICKEY
'Bout two hundred and two pounds.

WRESTLING ANNOUNCER
Weighing two hundred and two pounds, the reigning Heavyweight Champion of the World, Rocky Balboa!!

CUT TO:

69 ANDRIAN AND THE CROWD

applaud, but she looks terrified for her husband's well-being...

CUT TO:

70 THE RING

The REFEREE waves both combatants to the center of the ring.

PAULIE
Yo, ask him if he wants some lipstick.

MICKEY
Shut up -- Ya wanna get him mad.

Rocky and Mickey arrive in center ring and watch as Thunderlips lumbers forward with foreboding strides.

WRESTLING REFEREE
Alright, you guys know this is for fun -- So take it easy and give 'em a good show.

Rocky extends his hand.

ROCKY
(to Thunderlips)
After the match, how about we take a Polaroid together?

THUNDERLIPS
(quietly)
... You're in trouble.

Thunderlips scowls and shoves Rocky away... The crowd boos the wrestler... Rocky lowers his hand and backs away... Thunderlips whips the slaves out of the ring.

(CONTINUED)

70 CONTINUED:

MICKEY
Fun, huh? -- Listen, ya done well for yourself, don't let this guy destroy ya life -- Keep away -- Move around the ring.

PAULIE
... He is the ring.

Rocky nods and waves to Adrian... Mickey slips out of the ring... Rocky smiles and the BELL RINGS... Rocky makes the sign of the cross.

MICKEY
(to Paulie)
... I get nervous every time he does that.

71 ANGLE

In a sudden burst of speed and rage, the wrestler charges across the ring... Rocky barely escapes... He moves to the center of the ring, still thinking it is a fake fight.

ROCKY
... You're pretty fast.

Rocky circles for a moment.

ROCKY
(continuing; smiles)
... Let's just move around a little and give them a show -- Alright, you chase me, then I'll chase you -- Fair enough?

Everything is going smoothly until the increasing taunting from the audience begins to provoke the giant... Suddenly the wrestler knocks Rocky in the midsection... the impact sails Rocky into the ropes, and Thunderlips hits him with a forearm smash, then another, and another... Rocky is staggered.

72 MICKEY

is yelling insanely to the Referee.

MICKEY
Stop this damn thing!

(CONTINUED)

72 CONTINUED:

PAULIE
Is that for real?

CUT TO:

73 ADRIAN

is hysterical.

WRESTLING COMMENTATOR #1 (V.O.)
Balboa is in great pain -- This is no joke!!

74 THE WRESTLER

THUNDERLIPS
Think it's all fake?
(hits Rocky)
... I've had it! This time nothin' is fake, you idiots!
(hits Rocky)
Tonight you'll see the real King of the Jungle.

Grabs Rocky by the neck and legs and hoists him high overhead.

THUNDERLIPS
(continuing; to the crowd)
I'm the man!! I can tear him apart!!

The crowd boos.

THUNDERLIPS
(continuing)
I'm the most spectacular specimen in the world!!... You want this punchin' bag?! You want him?!... You got him!!

He heaves him into the audience...

75 MICKEY

trembles from anger.

MICKEY
Ya lousy ape bum!

(CONTINUED)

75 CONTINUED:

He heaves a bucket, and the wrestler bats it away and laugh-snarls.

WRESTLING COMMENTATOR #2 (V.O.)
Incredible -- Balboa was just heaved into the fifth row!

CUT TO:

76 ROCKY

gets to his feet groping to clear his badly rattled brain.

CUT TO:

77 THUNDERLIPS

stomps around the ring panting... the crowd hurls debris and insults.

THUNDERLIPS
I can tear anything apart -- Compared to me, ya all stinkin' puny worms! Worms! Now ya got me mad! I'm gonna drag him down the aisle like a dirty rag, ya worms!!

The wrestler starts to climb out of the ring, but the Referee blocks his way. Effortlessly, the wrestler grabs the Referee's face and shoves him to the floor.

THUNDERLIPS
(continuing)
Weaklin'!! -- Balboa, I'm coming after you!!

WRESTLING COMMENTATOR #1 (V.O.)
The referee is down!! The arena security men are rushin' down to stop this slaughter!

The huge man steps out of the ring and is met by a wall of uniformed security men... Without hesitation, he begins mauling them.

WRESTLING COMMENTATOR #2 (V.O.)
Somebody should stop this -- This is a disgrace! This fund-raising stunt has become a very dangerous brawl.

CUT TO:

78 THE FRIGHTENED COMMENTATORS

are nearly out of their seats.

WRESTLING COMMENTATOR #2
... The fans are outraged! Somebody should put a stop to this!!

Suddenly one of the security men goes flying past the Commentators... The men go white.

WRESTLING COMMENTATORS #1 & #2
Oh, my God!

CUT TO:

79 ROCKY

moves from between the seats as the frenzied crowd cheers him on... He is met by Paulie.

PAULIE
How ya doin'?

ROCKY
(holds up his gloves)
Cut these off!

PAULIE
You finished?

ROCKY
Cut them off, Paulie!

Paulie pulls out a switchblade and begins cutting... The wrestler is now shoving the security men to the ground.

THUNDERLIPS
(spying Rocky)
C'mere, worm!! Face the king of the jungle.

CUT TO:

80 ANGLE

As the wrestler starts to stampede forward he is intercepted by several helmeted uniformed city policemen... He shoves them aside. A second cop tries to crack him across the back of the neck. It only annoys the wrestler who rips the club away and snaps it. The cop takes off.

81 CLUBBER LANG

stares in awe...

82 ADRIAN AND ROCKY, JR.

jump from their seats.

ADRIAN
What is he doing?!

CUT TO:

83 THE COMMENTATORS

are nervously eyeing the action.

WRESTLING COMMENTATORS
... People are flying everywhere!!
-- Chairs flying everywhere!! --
Teeth flying everywhere!!

CUT TO:

84 PAULIE

has just finished tearing off Rocky's glove as the wrestler charges down the ramp to the ring... Rocky climbs into the ring without his gloves.

CUT TO:

85 ADRIAN AND ROCKY, JR.

ADRIAN
Stay out, Rocky!

CUT TO:

86 MICKEY

screams at Rocky.

MICKEY
Get down, you idiot!!

ROCKY
Hey, c'mon!

CUT TO:

87 THUNDERLIPS

turns and swings on to the apron of the ring and shakes a mallet-like fist at Rocky.

THUNDERLIPS
Hey, puny, ya gonna get stomped, man!

ROCKY
Stomp! C'mon!

88 THE WRESTLER

jumps over the ropes and moves like an infuriated mountain of flesh towards Rocky... Micky is going insane.

MICKEY
For God's sake, somebody get me a hatchet!!

89 ROCKY

now moves like a street fighter -- tensed, hands held low, eyes unwavering.

Suddenly Rocky plows into the giant with a savage flurry of hooks to the body, then retreats -- he does it again and the crowd goes wild.

MICKEY
In and out -- Keep moving! Run for ya life!!

PAULIE
Get nasty, Rocko!

WRESTLING COMMENTATORS (V.O.)
Balboa has stunned and infuriated the giant.

The wrestler charges, and Rocky sidesteps and slams him in the ribs, but maintaining his balance... The wrestler grabs Rocky by the neck and begins to strangle him.

CUT TO:

90 MICKEY

is crazed.

(CONTINUED)

90 CONTINUED:

MICKEY
Somebody stop this! -- He's killin' him -- He's gonna...

Suddenly Mickey gets a sharp pain in his chest and all time seems to stop... His breath becomes shallow, eyes milky, unfocused... He slumps on a stool to regain his breath... Al goes to him.

91 PAULIE

is suddenly in the ring with a bucket which he smashes on the back of the wrestler's head... Thunderlips drops Rocky to the floor and snarls at Paulie... Almost insanely, Paulie snarls back.

PAULIE
... I don't sweat you! C'mon! I'll pull your eyes out!

The giant lunges on Paulie and grabs him in a headlock, punches him, and Paulie is knocked cold... The wrestler now turns on Rocky who is still down on one knee.

He climbs on the rope and leaps down onto Rocky. Rocky rockets upward and explodes a punch into the man's solar plexus... The crowd roars.

CUT TO:

92 MICKEY

is having ice applied to the back of his neck by Al... The crowd's roar brings him to his feet.

CUT TO:

93 THE WRESTLER

is doubled over in pain... Rocky jumps to his feet and machine guns punches into the giant's midsection, then leaps on the man's back and latches on to the man's tree-like neck.

The arena is in pandemonium.

WRESTLING COMMENTATORS
Rocky has stunned the giant.

CUT TO:

94 MICKEY'S EYES

spit fire as he yells to his fighter.

MICKEY
Get him, kid, get him!!

CUT TO:

95 ANGLE

Rocky's weight, hanging from the back of the man's neck, causes Thunderlips to gasp for air and thrash around violently.

WRESTLING COMMENTATOR #1 (V.O.)
It's an out-and-out street brawl -- hanging on like a bull terrier, Rocky has the wrestler in a stanglehold -- He's beginning to stagger!

The human mountain's movements become panicky as Rocky holds on for dear life... Mickey leans under the ropes.

MICKEY
Hang on, kid! He's goin'!

CUT TO:

96 THE GIANT

flings Rocky around, but is beginning to stagger...

ROCKY JR.
Is Daddy havin' fun?

ADRIAN
Of course.

97 ADRIAN

covers her son's eyes.

ADRIAN
... Don't watch.

98 PAULIE

regains consciousness and quickly gets out of the ring.

(CONTINUED)

98 CONTINUED:

PAULIE
(yells at Adrian)
Who needs this? Do I need this?!

The giant is wavering and tumbling against the ropes... Rocky can no longer maintain his grip and falls off.

The gagging monolith paws towards Rocky, who sidesteps and pounds a barrage of punches into Thunderlips' mid-section... The giant doubles over.

WRESTLING COMMENTATOR #1 (V.O.)
Rocky has the giant in real trouble -- He's rocked by a barrage of crushing body blows --

Rocky slams home a hook to the wrestler's temple... And another, and the wrestler staggers forward...

99 MICKEY

is ecstatic.

MICKEY
Knock his head off!

CUT TO:

100 ROCKY

summons all his strength and lifts the man into his arms and dumps him over the ropes. *

CUT TO:

101 THE ARENA

goes berserk.

WRESTLING COMMENTATORS
Unbelievable! -- He did it! The human skyscraper has been thrown out of the ring! *

CUT TO:

102 THUNDERLIPS *

He gathers his senses and starts to rise and leaps into the ring. *

(CONTINUED)

102 CONTINUED:

Just at that moment the BUZZER is heard. The Announcer and Referee leap into the ring to prevent any more insanity. The BELL KEEPS RINGING.

ANNOUNCER
The time is up -- ladies and gentlemen we have a draw!

Thunderlips pauses and seems to compose himself. His girl covers him with the robe.

103 CLUBBER LANG

stares in anger... He and Rocky lock stares for a moment ... Clubber steps forward.

CLUBBER
This is fake -- when ya fight a man?! When you gonna fight a man?

ROCKY
Anytime --

MICKEY
(pulls him away)
Ya'll fight who I say!

CLUBBER
(backing away)
You ain't nothin' until you fight me -- Remember that -- You ain't nothin' till ya do! Nothin'.

Clubber goes as Rocky stares after him.

104 WRESTLING ANNOUNCER

WRESTLING ANNOUNCER
And thank you one and all for attending this Twelfth Annual Charity Match, between 'The Italian Stallion,' Rocky Balboa and Thunderlips -- the ultimate male -- See you next year.

MICKEY
(comes over)
You okay?

ROCKY
Very large guy.

(CONTINUED)

104 CONTINUED:

PAULIE
Beautiful, Rocko -- I'm impressed.

ROCKY
... very large guy.

105 ROCKY *

goes to Adrian.

ADRIAN
(comes over)
Are you all right?

ROCKY
... Wonderful.

Thunderlips comes over.

THUNDERLIPS
... Good match.

ROCKY
(backs up)
... Yo, why'd ya get so crazy?

THUNDERLIPS
... That's show business.

ROCKY
Thanks... Listen, while ya still calm, how 'bout if we get that picture?

THUNDERLIPS
... Sure.

The wrestler puts his arm around Rocky. Al holds the camera as the men pose.

ROCKY
(rubs his neck)
Y'know, sometimes charity really hurts...

106 CMITTED *
thru
110

111 EXT. ROCKY'S HOUSE - DAY

A limousine is idling in front of Rocky's home... The driver is trying to keep curious onlookers from touching the car.

112 INT. ROCKY'S HOUSE - DAY

Rocky is with his son in the kitchen... The boy is eating a bowl of Wheaties. Paulie is reading a racing form... drinking a beer... Rocky is dressed in a suit. *

ROCKY
... An' this big bear say, 'Somebody's been sleepin' in my bed.'

ROCKY, JR.
... Why did he say that?

ROCKY
... I guess he was upset -- An' the mama bear says, 'Somebody's been sleepin' in my bed.'

ROCKY, JR.
She was upset, too?

ROCKY
... Absolutely -- An', y'know, the little kid bear, like you, he says...

PAULIE *
(interrupting) *
-- I like this part. *

ROCKY
And he says, 'Somebody's sleepin' in my bed and there she is!' An' this little bear, he whips off the blanket, thereby exposin' Goldilocks to the public -- C'mon, keep eatin' ya cereal before it sinks. *

Paulie looks up from the racing form and eyes Rocky.

ROCKY, JR.
(picks up the fork)
Then what happened to Goldilocks?

ROCKY
... I'm not too sure.

(CONTINUED)

112 CONTINUED:

PAULIE
(dryly)
Busted for trespassin' an' did thirty days in the joint.

ROCKY
... Nice, Paulie.

PAULIE
(laughs)
... I like it.

Adrian and Mickey come into the kitchen. *

ADRIAN
Rocky, we better get going, the car's here.

PAULIE
Yeah, go on, ya's better get outta here --
(to the boy)
Me and the kid will have a fun time. Mrs. Stallion, ya almost look pretty good.

ADRIAN
Thanks, Paulie -- We'll be home early.

ROCKY
(to Paulie)
Don't give him any beer.

They walk out of the room. Trailing behind: *

ROCKY
(continuing)
Do you know what this is all about? *

ADRIAN
I don't know any more than you.

Paulie leans over to Rocky, Jr. with the racing form. *

PAULIE
... Who do you like in the seventh? *
(he laughs) *
Go on, he's safe here. *

113 EXT. MUSEUM STEPS - DAY

The limo drives to the top of the stairs and pulls alongside several other limos.

Rocky, Adrian and Mickey get out and MUSIC from a marching band starts up. People applaud.

MICKEY
... Whatever happened to quiet tender moments?

114 TOP OF MUSEUM STEPS

Rocky finds himself standing next to the MAYOR OF PHILADELPHIA... behind the men is a large object covered with a black hanging cloth.

The Mayor stands beside a podium which has the City of Philadelphia crest on it... As Rocky glances back at Adrian and shrugs in confusion, Mickey sighs.

(CONTINUED)

114 CONTINUED:

MAYOR
... Every once in a while a person comes along who defies the odds, defies logic, and fulfills an incredible dream. On behalf of all the citizens of Philadelphia and the many who have been touched by your accomplishments and your tireless participation in the city's many charity functions --

MICKEY
(low)
Get to the punchline.

MAYOR
... It is with tremendous honor that we present this memorial which will always stand as a celebration to the indomitable spirit of man... Philadelphia salutes its favorite son -- Rocky Balboa!

115 ANGLE

The cloth is pulled away by two museum attendants, and what is revealed is a beautiful bronze of Rocky at the top of the steps with his hands held high in victory.

116 ROCKY

is stunned, likewise Mickey and Adrian.

ADRIAN
... It's beautiful.

MICKEY
... Definitely beautiful.

ADRIAN
(hugs him)
Can you believe it?

Rocky is waved forward and waits for the applause to die down.

ROCKY
(almost breathless)
Well, y'know, what do you say to something like this?!
(MORE)

(CONTINUED)

116 CONTINUED:

ROCKY (CONT'D)
-- I can't believe it -- My wife says she is proud of me... Well, I gotta say I'm proud of all of you -- And the past three years this city that has really taken me, y'know, inside... Lately I've been thinkin' that I wouldn't do nothin' to hurt this sport -- I've been talkin' it over with my wife an' manager, and we all think that maybe it's time to step out, y'know, retire --

117 CLUBBER LANG

steps forward... Beside him is his gruff, shorter, heavy-set MANAGER who almost looks as ferocious as Clubber.

CLUBBER
Gettin' out while you can! -- Don't give this sucker a statue, give him guts!

The congregation is, of course, startled and faces the angry fighter...

CLUBBER
(continuing)
I told you I wasn't goin' away! You got your shot, I want mine!

MICKEY
Why don't you get the hell out of here!

CLUBBER
(furiously)
I ain't gonna go nowhere, hear! Now why don't ya tell all these folks why you've been ducking me -- Politics, man! This country wants to keep everybody down -- keep them weak! They don't want a man like me to have the title because I am not a puppet like that fool!

ROCKY
You gotta big mouth!

(CONTINUED)

117 CONTINUED:

CLUBBER
Who you know gonna close it, fool?!

Rocky starts after Clubber, but Mickey and Adrian latch on to him.

ADRIAN
Rocky, please don't!

MICKEY
He's crazy! Don't listen to him.

Clubber steps up and points at Mickey.

CLUBBER
The little man don't wanna come to me, then I come to these bums an' lay out the truth -- I'm ranked number one! One! That means I'm the best! But this bum has been taking the easy matches fightin' nobodies. -- I'm tellin' you and everybody here, I'll fight him anywhere, anytime, for nothin' -- I pay the freight!

118 THE POLICE

begin to move towards Clubber.

119 CLUBBER

CLUBBER
But you people ain't never gonna see me whip him 'cause he's gonna retire -- He don't fight no real men. You fight them set-ups.

ROCKY
What?

MICKEY
This guy's a disgrace to the sport.

CLUBBER
Don't tell me what I am, ol' man, you and that chump, don't know where I've had to come from!
(MORE)

(CONTINUED)

119 CONTINUED:

CLUBBER (CONT'D)
Your family doin' real nice, ain't it -- How 'bout givin' that chance to my family, hear -- You're a fighter, prove it now! The way you been duckin' is the disgrace, man!
(to crowd)
If he ain't no coward, why don't he fight me?

ROCKY
(to Mickey)
I can't listen to this no more --
(to Clubber)
-- Hey, anytime ya --

MICKEY
(overriding)
I don't care what ya's ranked, ya don't deserve a shot.

120 ROCKY

is taken aback.

ROCKY
... What are ya doin', Mick?

Mickey yells back at Clubber.

MICKEY
Ya the kinda guy who wrecks the sport! I said ya don't deserve a shot, an' I mean it!

CLUBBER
I'm glad the people are seein' this!! He owes me a shot. I work hard, I train hard! I deserve it... I'm just as good as any other man! Just wanna chance to prove what I got! Don't judge me on my color, or the way I look! Judge me on my character, on my content! Judge me on my desire, on my determination, on my pride!!

Mickey stares at Clubber, then moves away. Rocky grabs Mickey's arm.

(CONTINUED)

120 CONTINUED:

ROCKY
Whatta ya doin'? -- I want to fight him.

MICKEY
Then you got him -- But you'll fight him without me.

ROCKY
What?

MICKEY
I'm out -- finished -- I don't want no more of this. No more.

Mickey starts to walk away.

MICKEY
(continuing)
... No more.

CLUBBER
(to the press)
Look at your champion -- Don't he embarrass you? Where's his guts? -- Go home, punk, go hide!

Rocky cannot believe he is being deserted by Mickey.

MICKEY
It's over.

ROCKY
Then go on, I'll do it without you.

Rocky looks at Adrian then down at Clubber as he sways forward.

CLUBBER
(to Adrian)
Hey, woman... Listen up. Since ya ol' man ain't got no heart, if you bring your pretty self to my room tonight, I'm gonna show you a <u>real</u> man!!

121 ROCKY

goes absolutely insane and shoves through the crowd... Clubber charges forward... The police strain to separate the fighters...

(CONTINUED)

121 CONTINUED:

Clubber's and Rocky's clothes are being nearly torn off their backs as they claw towards each other... Clubber manages to knock two policemen to the pavement and strike Rocky over the eye and opens a cut... They are separated.

CLUBBER
(insanely)
Ya nothin' -- Nothin' --

ROCKY
(struggling)
...You got it. You want it, you got it!

CLUBBER
I want you so bad! So bad!!

122 EXT. ROCKY'S HOUSE - DAY

The limousine quickly veers to the curb and Rocky leaps out.

ADRIAN
Rocky, please --

Rocky pays no heed and enters the house.

123 INT. HOUSE

Rocky immediately moves to the staircase... Paulie yells from the kitchen.

PAULIE
Yo, Rock -- Mickey's upstairs packin' -- What's happenin' here?

Rocky continues up the stairs and storms into:

124 MICKEY'S ROOM

... and slams the door shut.

ROCKY
-- Why'd ya leave me there? --
Why'd ya walk away like that?

Mickey places a shirt into an open suitcase that lies open on his bed.

MICKEY
Life's too short, kid.

(CONTINUED)

124 CONTINUED:

ROCKY
Where're you goin'?

MICKEY
Permanent vacation.

ROCKY
We got one more fight.

MICKEY
Not me, you.

ROCKY
Why you doin' this?

Rocky moves over and slams the suitcase shut.

ROCKY
(continuing)
Why're ya doin' this!?

MICKEY
(calmly)
... 'Cause ya can't win.

Rocky is dumbfounded.

MICKEY
(continuing; quietly)
Kid, he'll beat ya to death inside of three rounds.

ROCKY
... How can ya know that?

MICKEY
... I know.

ROCKY
-- He's just another fighter --

MICKEY
He ain't just a fighter, he's a wreckin' machine and he's great at it. I know -- while you been out gettin' awards I've been watchin' this pug come up the ranks, an' he's got it all -- He's hungry -- Hell, you ain't been hungry since ya won the belt

(CONTINUED)

124 CONTINUED: (2)

ROCKY
Hungry? -- Whatta ya talkin' about? I've had ten title defenses.

MICKEY
-- They were easy.

ROCKY
What d'ya mean 'easy'?

MICKEY
Hand-picked, kid.

ROCKY
... Set-ups?

MICKEY
No set-ups -- Good fighters, but not with killers who could knock ya into forever, like this guy.

ROCKY
... Why? -- Why'd you do it.

MICKEY
The beatin' you took from Apollo Creed shoulda killed ya -- After that my job was to keep ya winnin' an' healthy.

Rocky glares at him.

MICKEY
(continuing)
Kid, ya were a great fighter, but ya prime is over... Finished -- Ya heart ain't in it no more -- Hell, ya spend more time at banquets than bangin' the bag -- Ya became a business, Rock, advertisin' everything like ya was a billboard, ya had ya face made all nice and new, ya talk better -- Real fightin' ain't in ya no more, ain't been the last year -- you just ain't got the taste for leather no more. Ya done what ya set out to do, so now it's time to plan on what ya gonna do for the rest of your life --

ROCKY
Ya really don't think I got nothin' left.

(CONTINUED)

124 CONTINUED: (3)

Rocky slumps on the bed... Mickey sits next to him.

MICKEY
Three years ago you were supernatural -- hard and nasty with a cast iron jaw. Ya lived fightin'. But the worst thing that could happen to a fighter happened to you... ya just got civilized. *
*
*

Mickey pats his leg.

MICKEY
(continuing)
I'll call the papers and tell 'em it's off -- You're retirin' --

ROCKY
... I can't retire knowin' all this -- I can't.

MICKEY
Don't push it.

ROCKY
You've been carryin' me.

MICKEY
Protectin', not carryin' -- everybody you fought was legit -- Ya got nothin' to be thinkin' about.

ROCKY
I want this fight.

MICKEY
We don't need it.

ROCKY
I'll live in the gym.

MICKEY
We don't need it!

ROCKY
I do!... I'm askin' you to hang with me one last time.

Mickey stares at Rocky's doleful expression, then lowers his head. Rocky goes to Mickey's suitcase. *

(CONTINUED)

124 CONTINUED: (4)

ROCKY
(continuing)
... If you don't, I'm gonna tell everybody you ain't bought a new pair of underwear in ten years.

MICKEY
(smiling)
You would, wouldn't ya.

ROCKY
... And sleep with this every night.

Rocky picks up an old hot water bottle.

Mickey looks at him and laughs.

MICKEY
... Wise guy.

125 EXT. ROCKY'S GYM - DAY *

Everyday people are seen entering a fairly modern building, almost resembling the front of a facade of a bank building. Over the door hangs a sign that reads: "HEAVYWEIGHT CHAMP TRAINS HERE DAILY." * *

126 INT. GYM - ENTRANCE

At the gym's grand entrance Paulie sits at a table above which hangs a sign: "ONE DOLLAR DONATION"... He has a pork pie hat on upon which is attached a small sign that reads: "Money Taker." People pay and enter. * * * *

CUSTOMER
... Donation for what?

PAULIE
... Do I ask you questions? -- Next!

The CAMERA FOLLOWS the people in.

127 INT. ROCKY'S GYM - DAY *

Th- training equipment is set up in an ornamented ballroom with a beautiful chandelier. Rocky's in the process of punching a new, red, heavy bag which is surrounded by spectators and photographers. Blow-up pictures of Rocky are everywhere. It is almost a party atmosphere. * * * * *

(CONTINUED)

127 CONTINUED:

MICKEY
C'mon -- ya look stiffer than me -- loosen up!

Rocky stretches.

MICKEY
(continuing)
Remember, ya can't stand toe to toe with this guy or he'll deposit ya on Mars -- He's too strong -- (glances around) How can we train in this joint? It looks like a palace! How could you rent something like this?

ROCKY
'Cause we should go out in style!

MICKEY
Forget style! Let's go out in one piece -- C'mon, enough of this zoo, let's get back to the old place.

ROCKY
C'mon, just enjoy it!

Flashes go off around him.

128 INT. GYM

Rocky is shadow-boxing... Paulie is passing through the spectators with a small stack of autographed photos of Rocky. Pinned to his shirt are "Rocky" buttons.

PAULIE
Collector's items -- five bucks.

MICKEY
(obsessed)
Move in the direction of the hook -- Ya don't trade with him -- Keep him off balance, don't trade with him -- Take ya time -- He's never gone fifteen.

FAN
Get him, Rocky!

Rocky turns to face the crowd and waves... Mickey frowns.

MICKEY
Pay attention!

129 INT. GYM

Rocky works the speed bag... Paulie stands near Mickey selling soda. Rocky continues to punch away. The crowd is circled around. *
*
*

MICKEY
Remember -- This is the last one -- the one that counts.

130 INT. GYM

As Rocky lies on the incline bench doing sit-ups:

MICKEY
Fight it back! Get tough! Get mad! Get brutal. *
*

Paulie is in the background selling duplicated black, small-brimmed hats, the same style Rocky wears... Across the front is "ROCKY" printed in yellow letters.

131 INT. ROCKY'S GYM - DAY *

Rocky finishes jumping rope and a pair of young girls run up and kiss him. He smiles as Mickey scowls. *
*

MICKEY *
Get away!... Let's move! *

132 EXT. TRACK - NIGHT

Rocky, Mickey and Paulie are surrounded by darkness... Paulie times Rocky as he does laps... Mickey observes with an eagle eye... Out of the darkness comes Rocky as he approaches his trainers.

MICKEY
Make those legs hurt, Rock. Make them strong! You're gonna do it! -- The hell with the money, hell with fame -- This fight's the last one, the one ya gotta sleep with for the rest of ya life!

Exhausted, Rocky passes the men and starts to fade into darkness again.

MICKEY
(continuing)
Get hungry again!

(CONTINUED)

132 CONTINUED:

Mickey has a pain in the chest... He grabs it and shields his pain from Paulie's view... Rocky fades into darkness.

133 INT. GYM - NIGHT

Only Paulie, Al and Mickey are around the ring as Rocky spars with a behemoth of a fighter...

The gym is dark except for the light spilling from the chandelier over the ring. *

Mickey's face looks strained and he secretly pops a pill into his mouth.

MICKEY
Don't stand in front of him -- side to side, dammit! Bomb away, dammit! That's Clubber Lang in front of ya -- get shifty!
(to fighter)
Tony, bull him against the ropes!

The big fighter bulls Rocky against the rope and starts to pound Rocky hard.

MICKEY
(continuing)
Now we'll see if he's ready.

Rocky slips to the side, elbow turns the other fighter, and now has him against the ropes.

ROCKY
Puff and punch, kid -- Puff and punch!

Rocky rolls under a sweeping hook and machine guns a barrage of punches up and down the sparring partner's body and has the man in serious trouble.

MICKEY
(to Paulie and Al)
We got a deadly weapon... Time!

Rocky stops, Paulie throws a towel around him. Rocky turns and bows towards Mickey... Mickey smiles and stiffly curtsies back. Rocky climbs out of the ring and Mickey covers him with a robe.

MICKEY
(continuing)
Put this over ya catch pneumonia.

(CONTINUED)

133 CONTINUED: *

ROCKY
(laughs)
I'm okay.

MICKEY
C'mon, let's get ya a rub down.

They start to walk towards the locker room.

MICKEY
(continuing)
... Y'know, I don't like most of what comes outta people's mouths an' I don't like sweet talkin' nobody either, you know that --

ROCKY
... That's for sure.

MICKEY
... Yo.

ROCKY
... Yo.

MICKEY
But I just wanna say I'm proud of ya -- Ya the only bastard that's never let me down. I mean that -- the only one.

ROCKY
... Whatta we gonna do when it's over?

MICKEY
... Dunno... Maybe join a circus.

Rocky smiles at the old man and puts his arm around his shoulder.

*

134 INT. ARENA - NIGHT

People are flooding towards their seated situation around the bright boxing ring.

TITLE COMMENTATOR #1
Welcome one and all -- Tonight's heavyweight title fight may prove to be the most memorable of all -- for tonight is the champion's final and perhaps most difficult title defense, and the action is bound to be exciting as the energy level of this arena rises as the seconds count down to fight time. We now switch you to our remote cameras in the champion's and challenger's dressing room.

CUT TO:

135 LOCKER ROOM

Clubber Lang paces angrily in his dressing room... present are his three handlers and manager... several PHOTOGRAPHERS snap pictures of Clubber's stormy mood...

PHOTOGRAPHER #1
Turn this way, Clubber --

PHOTOGRAPHERS #2 & #3
Over here, Clubber...
Hold your fist up -- look mad.

CUT TO:

136 ROCKY'S DRESSING ROOM

Present are Adrian, Paulie, Al and Mickey. Mickey stares hard into Rocky's eyes.

MICKEY
(quietly)
... You're gonna do it.

ROCKY
... Yeah.

MICKEY
This is the last one -- nothin' can stop you if ya won't let it, understand? -- Set ya mind fore winnin' -- winnin', nothin' else.

CUT TO:

137 COMMENTATORS RINGSIDE

TITLE COMMENTATOR #1
With us this evening is the former Champion of the World, the great Apollo Creed --

APOLLO
Thank you.

TITLE COMMENTATOR #1
Any predictions, Apollo?

APOLLO
Well, strength would have to go to the challenger, while experience, and the world's hardest head, belongs to Rocky Balboa... I'll go with the Champion.

TITLE COMMENTATOR #1
Does the champ really hit that hard?

APOLLO
Why do you think I'm out here?

CUT TO:

138 CLUBBER'S ROOM

Clubber angrily paces as photographers snap his picture.

PHOTOGRAPHER #4
Over here, Clubber!

PHOTOGRAPHER #5
Take your robe off, Clubber -- Let's have a body shot.

Clubber wheels around and rips the camera off the man's neck and smashes it.

139 ROCKY'S DRESSING ROOM - LAVATORY

Rocky kneels alone in the adjoining lavatory.

Mickey opens the door.

MICKEY
... It's time, kid.

ROCKY
We're gonna do it.

140 ANGLE

They start to move out... Rocky kisses Adrian.

CUT TO:

141 HALLWAY - NIGHT

The crowd sounds build as Rocky and his entourage follow the security guards toward the arena... Lines of photographers and hangers-on try to get his attention.

ADRIAN
I know you'll do great tonight.

ROCKY
(smiles)
That's nice to know.

At the other end of the hallway, Clubber Lang and his handlers come into view.

MICKEY
What the hell? He's supposed to be in the ring!

(CONTINUED)

141 CONTINUED:

Clubber Lang freezes at the sight of Rocky.

CLUBBER
Now's your time! Now's your time to fall, hear? -- You're lookin' at the baddest! I am the baddest, hear?

ROCKY
Don't look bad to me.

CLUBBER
Don't it, paper champion -- look good 'cause I'm gonna whip you like a dog? A dog, hear?!

Clubber moves closer.

MICKEY
(to security guard)
Keep him back --
(to Clubber)
Get the hell in the ring!

CLUBBER
I don't need no ring -- I'll bust ya up right here!
(moves forward)
Right here! Right now! I don't need nothin' except your body to beat on!

MICKEY
Get him the hell outta here!

CLUBBER
You made me wait too long, now you're gonna pay, boy. I'm the baddest, understand? You ain't nothin'! You're trash!

Rocky moves forward.

ROCKY
C'mon, mouth!

MICKEY
(panicking)
What are you doin'? -- Get him outta here -- where the hell's the guards?!

(CONTINUED)

141 CONTINUED: (2)

CLUBBER
(crazed)
You know who I am?! You know who I am?!! I'm the man!! You ain't nothin'! Nothin'!

Clubber charges Rocky, and Mickey jumps in his path and strains to keep them apart... He is shoved to the floor by Clubber... the scene is utter pandemonium as the fighters are separated.

CLUBBER
(continuing; being led off)
You're mine -- Dead meat! Dead meat! You ain't nothin' but dead meat!

Mickey is leaning against the wall holding his chest.

MICKEY
... Jesus.

Everyone rushes to Mickey, who is slumped against the table.

ROCKY
Mick, what's wrong?!! Adrian, what's wrong?

Mickey's hit with another explosion in his chest and falls to the floor.

MICKEY
(weakly)
Oh, God.

ROCKY
What's happenin'? -- What's happenin' here?!

ADRIAN
Somebody get a doctor!

AL
It's the heart --

ADRIAN
Get him inside.

ROCKY
Somebody getta doctor!

MICKEY
No.

142 ANGLE

Mickey is guided into the locker room... He is doubled over in pain.

ROCKY
Paulie, tell them the fight's off --
Go on.

MICKEY
... No.

ROCKY
Not tonight.

MICKEY
... Tonight!

ROCKY
The fight's off!

MICKEY
No! Go on -- Let me get my breath --

ROCKY
I ain't leavin'.

MICKEY
Go on, dammit! -- Get it over with --
You know what to do -- Take him.

The men help Mickey onto the table where the old manager lies back.

MICKEY
(continuing)
... Take him good.

ROCKY
(totally lost)
-- What should I do?

MICKEY
(exhausted)
... Go on! -- I'll be along.

Rocky eyes Mickey for a long moment and goes to Adrian.

ROCKY
... Get a doctor, please.

Adrian nods, and the men move to the door and exit.

CUT TO:

143 RING

Clubber moves through the ropes and stalks around the ring as many fans boo.

CUT TO:

144 COMMENTATORS RINGSIDE

TITLE COMMENTATOR #2
Clubber Lang has entered the ring -- A hard-looking fighter with over fifty-five knockouts to his credit -- Balboa may have his hands full tonight...

TITLE COMMENTATOR #1
And here comes the Champion, Rocky Balboa! His last ten title defenses have been knockouts so we have two very heavy hitters in there tonight and incredibly they're both left handers.

145 ROCKY, AL AND PAULIE

move through the crowd, protected by twenty policemen.

TITLE COMMENTATORS
... The Italian Stallion -- A rugged Champion in the final fight of a colorful career.

CUT TO:

146 ROCKY, PAULIE AND AL

enter the ring, and the crowd voices its approval... Rocky's mind is very far away.

CUT TO:

147 THE RING ANNOUNCER

motions for the bell to ring, which it does.

TITLE RING ANNOUNCER
... Good evening, ladies and gentlemen, and welcome to the Heavyweight Championship of the World!

(MORE)

(CONTINUED)

147 CONTINUED:

TITLE RING ANNOUNCER (CONT'D)
... With us tonight is one of the true fistic greats... May we please have a welcome round of applause for the 'Master of Disaster,' the 'King of Sting,' the one and only Apollo Creed!!

Apollo enters the ring as the crowd ROARS... He waves and goes to Clubber's corner.

CLUBBER
Don't need nothin' you got no more!

Apollo stares hard at him.

CLUBBER
(continuing)
Don't want no has-been messin' up my corner!... You better get that bad look off your face or I'll beat it off, boy.

Clubber and his cornermen laugh. Apollo looks on the verge of violence, then turns and waves to the crowd and goes to Rocky's corner.

APOLLO
Hey there, Stallion --
(hard)
-- Drop this chump!

Apollo waves and steps out of the ring.

TITLE RING ANNOUNCER
In the blue corner, hailing from New York City, and weighing two hundred and thirty-five pounds, the undefeated number one ranked challenger in the world, Clubber Lang!

The CROWD BOOS... Clubber stares down Rocky, but Rocky's mind is elsewhere.

TITLE RING ANNOUNCER
(continuing)
In the red corner, weighing two hundred and one pounds -- The pride of Philadelphia, the reigning Heavyweight Champion of the World, 'The Italian Stallion,' Rocky Balboa!

(CONTINUED)

147 CONTINUED: (2)

The crowd goes berserk and chants his name... but Rocky is numbed.

PAULIE
C'mon, get ya mind right!!

Rocky and Clubber move to the center of the ring to receive instructions.

TITLE REFEREE
You men know the rules -- Let's have a clean fight, break when I tell you, and may the best man win.

Clubber looks at Rocky, then spits on Rocky's chest... Rocky tries to attack Clubber but is pulled off and guided back to his corner by Paulie.

CUT TO:

148 CLUBBER

faces his manager.

CLUBBER
... He scared.

MANAGER
Tear him up.

CUT TO:

149 ROCKY

dances in his corner and awaits the bell.

PAULIE
I don't know what to say, I ain't no trainer -- Just murder him!

The BELL RINGS, and Rocky makes the sign of the cross.

Rocky blasts out of his corner and drives into Clubber with a vengeance and is pounding the man across the ring and into a corner.

CUT TO:

150 RINGSIDE COMMENTATORS

TITLE COMMENTATOR #1
Balboa is off to an incredible start -- He looks determined to destroy the larger challenger!

CUT TO:

151 ROCKY

pounds Clubber with pile-driving force that causes the man to buckle in pain, but Clubber, with his bull-like strength, manages to shove Rocky away and mounts an assault of his own.

CUT TO:

152 ROCKY SCRAMS FROM RINGSIDE

PAULIE
Slow down! -- Don't slug with him!

The two combatants stand in the center of the ring, neither giving ground, but Clubber's strength is beginning to prevail.

CUT TO:

153 CLUBBER'S MANAGER

MANAGER
Stay on him!!!

CUT TO:

154 CLUBBER

clinches and pounds Rocky on the back of the neck and shoves him into a corner, and there unleashes hell on the champion... Rocky is hurt.

CUT TO:

155 COMMENTATORS

TITLE COMMENTATOR #2
The challenger is hitting Balboa with everything! Incredible punishment!

CUT TO:

156 ANGLE

Blood pours from Rocky's left eye and nose, and he is hanging on at the bell... Clubber pushes Rocky away.

CLUBBER
... Ya nothin', man...
(to crowd)
-- I cannot lose!... I cannot lose!

Clubber raises his hand victoriously and travels to his corner... Rocky moves slowly to his.

CUT TO:

157 ROCKY'S DRESSING ROOM

Mickey lies on the table... his breathing is shallow... His eyes open slightly as the CHEERING FILTERS into the dressing room.

CUT TO:

158 ROCKY

sits in his corner... Al tends to his cuts.

PAULIE
What happened out there?

ROCKY
-- I can't keep him off.

CUT TO:

159 CLUBBER'S CORNER

MANAGER
He can't back up -- get inside an' use the overhand right lead!

CUT TO:

160 THE BELL

RINGS, and the fighters tear into each other -- after the first assult, Rocky tries moving to the left and employing defensive tactics.

(CONTINUED)

160 CONTINUED:

Clubber is too much to keep away and hits Rocky with a crushing overhand right that nullifies Rocky's defenses... Blood pours from another cut as the champion barely manages to hang on to consciousness.

CUT TO:

161 PAULIE POUNDS THE CANVAS

PAULIE
Hang on -- Fight back!

CUT TO:

162 RINGSIDE COMMENTATORS

TITLE COMMENTATOR #1
The champion is nearly helpless -- What a beating!

CUT TO:

163 CLUBBER

unloads his complete arsenal on Rocky who is finally felled by a pulverizing blow to the chin. Rocky is out.

TITLE REFEREE
One -- two -- three --

CUT TO:

164 PAULIE

is nearly into the ring.

PAULIE
Get up, Rocko!

CUT TO:

165 RINGSIDE COMMENTATORS

TITLE COMMENTATORS
The champion is finished...

CUT TO:

166 RING

TITLE REFEREE
Eight -- nine -- ten! You're out!

167 APOLLO

looks on in disbelief.

CUT TO:

168 ROCKY

is up on one knee -- Clubber storms around the ring as people flood through the ropes.

CLUBBER
(to ringside reporters)
He's nothin'! -- I cannot lose --
I told you -- I cannot lose! --
I retired him --

Rocky rises and looks lifeless as trash rains down on the ring, mainly directed at Clubber. Debris bounces off Rocky's head and shoulders as Al and Paulie rush to cover him with a robe.

CLUBBER
(continuing)
He's no man! -- You better listen
to whatever I say -- I'm the new
power an' I'm here to stay! I am
the <u>real</u> champion!

CUT TO:

169 DRESSING ROOM HALLWAY

The hallway is lined with reporters, photographers, thrillseekers and police. Paulie and Al clear a path for Rocky as he nears the dressing room.

PAULIE
Get outta the way -- Move before
I move ya's!

Rocky enters the dressing room, as Paulie and Al stand guard outside.

CUT TO:

170 INT. DRESSING ROOM

Rocky enters and Adrian goes to him. A Doctor attends Mickey.

ROCKY
How is he?

ADRIAN
Not good.

Rocky goes to Mickey.

ROCKY
Can I talk to him?

DOCTOR
Sure -- The ambulance is on the way.

ROCKY
Mick...

Mickey slowly opens his eyes.

MICKEY
... Is it over?

ROCKY
... Yeah.

MICKEY
... What happened?

ROCKY
... Knockout.

MICKEY
What round?

ROCKY
Second.

Mickey swallows hard.

MICKEY
(breathless)
Ya did it -- I knew we'd do it --

Rocky takes off his robe and covers Mickey.

ROCKY
Yeah, everythin' okay, so don't worry about nothin' 'cause it's gonna be okay...
(MORE)

(CONTINUED)

170 CONTINUED:

ROCKY (CONT'D)
(faltering)
Y'know... Ya should take care of yaself, ya ain't that young no more --

MICKEY
... We done everything right.

ROCKY
No, we ain't done everythin' -- we got more to do -- We'll do more, whatever you want. Okay?

MICKEY
... Okay.

ROCKY
I'll do whatever you want -- But no more gettin' sick.

Mickey stretches his arms toward Rocky, and the fighter leans down and embraces the old man.

MICKEY
(whispers)
... I love ya, kid.

ROCKY
Please, Mick, don't go nowhere... Please, I need ya, Mick... Don't go, Mick -- Please, Mick. I love ya, don't go...

Mickey's embrace slackens and the remaining tension goes out of his body. He is gone.

Rocky studies the old man's peaceful face and becomes choked with a world of emotion.

ROCKY
(continuing)
... Oh, God!

Rocky lowers his head on Mickey's still chest, and the SCENE FADES.

171 EXT. GRAVEYARD - DAY

Mickey's coffin is lowered into the ground under the solemn gaze of Rocky, Adrian, Paulie and Al.

(CONTINUED)

171 CONTINUED:

Adrian's head touches Rocky's sleeve and they begin to move away in silence.

172 PAULIE

moves alongside of Rocky.

PAULIE
If you need me for anythin' -- let me know.

ROCKY
He wanted us to go out good.

PAULIE
Ya tried -- but that weren't you out there -- Ya didn't lose, ya just gave it up... Forget about it.

173 INT. ROCKY'S HOUSE - NIGHT

Adrian is fast asleep, and Rocky sits on the opposite side of the room looking pathetically withdrawn.

174 INT. ROCKY'S HOUSE

Rocky goes into Mickey's room... He studies the pictures of Mickey and him after fights that line the wall. He drifts to the old man's bed and lies down and closes his eyes.

175 EXT. ROCKY'S HOUSE - DAY

Several REPORTERS and photographers listlessly lean against a parked car in front of Rocky's house.

Paulie stands on the front steps berating the Reporters.

PAULIE
... Go on -- He's got nothing to say, understand? -- Get away I said!

REPORTER #1
... We're on public property.

CUT TO:

176 MICKEY'S ROOM

Rocky is in a chair flipping through an album covered with newspaper clippings of him and Mickey. His eyes reflect mounting melancholy.

He flips to a page that has Mickey and him embracing -- A caption reads: "CLASSIC TEAMWORK -- A ONCE-IN-A-LIFE-TIME MATCHING OF MANAGER AND MUSCLE."

Rocky slowly closes the book.

177 EXT. MICKEY'S GYM - NIGHT

Rocky drives by and stares at the weathered sign, then moves on.

CUT TO:

178 ROCKY YOUTH CLUB - NIGHT

Rocky drives by the youth club and sees the sign has been smeared with paint... He drives on.

178A EXT. GRAVEYARD - NIGHT *

Rocky drives the bike slowly through the graveyard, stares at Mickey's headstone, then speeds away. * *

179 EXT. MUSEUM - NIGHT

Rocky guides his motorcycle to the museum steps. He stares at his overpowering statue. The tranquil scene is suddenly jarred by Rocky angrily heaving the half-filled wine bottle against the statue.

The GLASS SHATTERS into small, reflective angles and the red wine drips almost grotesquely from the contours of the statue's face.

CUT TO:

179A EXT. MICKEY'S GYM - NIGHT *

Rocky's motorcycle is seen parked out front... a taxi-cab pulls up and a large man gets out. * *

180 INT. GYM - NIGHT *

Rocky moves across the shadowy gym without any direct purpose. * *

(CONTINUED)

180 CONTINUED:

He approaches a suspended speedbag and takes a swipe at it. *

APOLLO
... That's not the way you do it --

Rocky whips around and sees Apollo Creed standing in the shadows. He steps forward.

ROCKY
... Who's that?

Apollo steps out of the shadows.

APOLLO
... Hit it straight, lean into it.

ROCKY
(dumbfounded)
... Apollo?

APOLLO
... That's right. I've been waiting at your house for about an hour. * Your wife said you might be here. *

ROCKY
(awestruck)
... What're you doing here?

APOLLO
I wanted to talk -- But if you want, I'll go.

ROCKY
No, you can stay -- I just want to know why ya're here.

APOLLO
Business. *

181 INT. MICKEY'S GYM - NIGHT *

Rocky and Apollo sit near the rear of the gym on the ring apron. * *

ROCKY
... If the papers knew we were talkin' like this, they'd think we're crazy... Why you?

(CONTINUED)

181 CONTINUED:

APOLLO
Because I was the best and you need somebody who could teach you differently.

ROCKY
Why?

APOLLO
Why what?

ROCKY
Why -- The real reason behind all the talk here?

Apollo studies Rocky for a moment, then turns away.

APOLLO
I'll be honest with you --
(MORE)

(CONTINUED)

181 CONTINUED: *

APOLLO (CONT'D)
This Clubber dude is bad for everybody and nobody wants to see him go more than me -- But I don't think you could pull it off without me..

ROCKY
Why're ya doin' this -- ya didn't answer.

APOLLO
It's quiet isn't it -- when you retire, it's too quiet. We're too young to have this much quiet, and can't find a hobby worth a damn.

ROCKY
That's it?

APOLLO
No -- the other part is, with the right touch, this could be promoted into the biggest gate of all time. Bigger than ours and I don't mind being involved with large figures *
... now -- This Clubber's a *
mauler -- fightin' him is like fighting a bigger you -- you've got to change your style all over.

ROCKY
It's almost impossible to change *
ya style.

APOLLO
... Almost.

ROCKY
Listen, I've been banged around a lot. I don't wanna be on my heels *
-- I don't need this. C'mon, y'know where it's at.

APOLLO
Man, when you beat me, I hurt bad -- I didn't wanna know from nothing or nobody, even my kids -- But every fighter has that hurt and they get sick inside tryin' to live with it --
(MORE)

(CONTINUED)

181 CONTINUED: (2)

APOLLO (CONT'D)
Don't back off now. Make it right for yourself or you'll be sorry ya didn't.

Rocky takes a few paces.

APOLLO
(continuing)
Y'know, we had the greatest title in the world... I know what it meant to me... And must have meant everything to you. Man, you lost that fight for all the wrong reasons -- ya lost your edge. I know your manager dying had you messed up bad but you still didn't look hungry -- Hell, when we fought you had the eye of the tiger, man -- The edge -- Now you got to get that back and to do that we've got to go back to the beginning -- And you're right... it is almost impossible to change your styles but who knows, maybe it can be down, maybe we could win it back together... get back, man. I have the plan.

ROCKY
... Why'd you have to come here?

APOLLO
Why?

ROCKY
You've got me curious.

APOLLO
... Will you try, man?

Rocky looks at Apollo's expression, then turns away to think.

ROCKY
... This is going to be impossible.

APOLLO
Man, I like a challenge, don't you?

ROCKY
(smiles)
... Absolutely.

182 OMITTED *
thru
188

189 INT. CONFERENCE ROOM - DAY

In a modern conference room, thirty REPORTERS and ten photographers are gathered around Apollo, Rocky and Paulie.

(CONTINUED)

189 CONTINUED:

REPORTER #2
Rocky -- Rocky, when did ya decide to ask Apollo to become your trainer?

ROCKY
I didn't.

REPORTER #2
Did he seek you out?

APOLLO
(smiles)
That's right, I seeked him.

REPORTER #2
Apollo, how does it feel to be on the other side as a trainer?

APOLLO
Good... I like the fight game and it's been good to me -- and this will be a great, great rematch.

REPORTER #4
How do you plan to train Rocky?

APOLLO
Modernize! Detroit modernizes its cars, the Army modernizes its weapons, I will modernize Rocky Balboa! We will be revisin' and re-editin' the original edition of the 'Italian Stallion.'

PAULIE
He'll be brand new.

REPORTER #3
And who are you?

PAULIE
Paulie PeNino -- In charge of business affairs.

REPORTER #6
No offense. But you can't make silk out of a sow's ear -- How do you plan on transforming Rocky into a boxer?

APOLLO
Magic and sweat! Everybody knows I was the greatest boxer of all time. Right, Rock?

(CONTINUED)

189 CONTINUED: (2)

ROCKY
If you say so.

APOLLO
I do indeed -- And this man whipped me! True it was probably an accident, but he did do the impossible.

Paulie shakes his head at Rocky making a gesture that Apollo is crazy.

APOLLO
(continuing)
Listen up -- the real reason Rocky lost last time was he wasn't mentally prepared -- But this time he will be a different man -- Clubber Lang didn't win the championship, he borrowed it... And I want to say to Lang, he better be ready to fall like the space creature that he is... That's right, Lang, you're so plug ugly that you give ugly a bad name!! The world's got enough pollution without this bum polluting it worse! ... You hear that, Flubber, Blubber, or whatever your absurd name is?!! You've got my man Rocky aggravated, so, boy, you better watch out!

REPORTER #5
Rocky, what will be your strategy?

ROCKY
Your guess is as good as mine.

APOLLO
... He's just putting you on.

REPORTER #5
Then what is the strategy?

APOLLO
I won't tell you that, but I will humbly say that this fight will be the biggest shock in history -- And we may just have to bring in a lawyer 'cause what we're gonna do to Clubber will be the Crime of the Century!
(MORE)

(CONTINUED)

189 CONTINUED: (3)

APOLLO (CONT'D)
(points)
Clubber the Caveman, you didn't win the title from a man who was all there -- Now you will!! It's time to pay the piper, chump! The Secret Crunch Punch is on its way! That's all.

The conference breaks up and Rocky leans over to Apollo.

ROCKY
What's a secret crunch punch?

APOLLO
... Who knows, but after all this is over you owe me a big favor.

ROCKY
What favor?

APOLLO
... When it's over. *

190 INT. ROCKY'S HOUSE - NIGHT *

Rocky, Apollo, Adrian, and Paulie are seated around the television. *

191 ANGLE ON TELEVISION *

On screen is the Sportscaster.

SPORTSCASTER #2
And so much for today's ball scores...

A picture of Rocky and Clubber Lang is projected on screen behind the Sportscaster.

SPORTSCASTER #2
(continuing)
Well, after the stunning upset of Rocky Balboa by newly crowned champion, Clubber Lang, the boxing community wondered if Lang would accept the challenge for a rematch made earlier -- Well, here's Clubber Lang's reply.

(CONTINUED)

191 CONTINUED:

APOLLO
This ought to be good.

Clubber Lang is surrounded by FIVE REPORTERS who stick microphones in his face.

REPORTER #7
Clubber, do you accept the challenge for a rematch with Balboa?

CLUBBER
I reject the challenge, because he is no challenge, but I'll be happy to beat him anywhere, anyplace, anytime -- I always said he was nothin', our last fight showed you all that.

REPORTER #8
What do you think about him being trained by Apollo Creed?

CLUBBER
One has-been teachin' another... Old Apollo Creed's been shootin' off his mouth, 'cause that's all he got left -- when I see that old chump, I'll close it.

REPORTER #8
When will the match take place?

MANAGER
Sooner the better.

CLUBBER
I wanna say something -- I want everybody to hear this -- I trained hard for the last one an' I'm champion of the world -- Ain't nothin' can be done about that -- I can't be beat, I won't be beat, and this time I'm gonna train even harder, an' there won't be no quick knockout, this time I'm gonna crucify him!... Real bad, man.

The Sportscaster comes back on.

(CONTINUED)

191 CONTINUED: (2)

SPORTSCASTER #2
Hard words from a hard man -- The odds against Balboa making a comeback at thirty-four are very long indeed... Can he do it? Most experts doubt it, myself included... Balboa was a fine champion, but his time has passed -- I wish him luck... Now over to Bill Jennings for tomorrow's forecast.

192 ANOTHER ANGLE *

PAULIE
Don't listen to that, Rock.

Apollo turns off the television.

APOLLO
No, listen to it -- A lot of folks are gonna owe you an engraved apology -- Now let's watch some film.

193 INT. ROCKY'S HOUSE - NIGHT *

A large Advent television screen is filled with the Apollo and Rocky engaged-in battle during their second fight.

Apollo is seen ripping Rocky apart with combinations...

On screen Apollo is jabbing Rocky at will... Rocky is floored.

ROCKY (V.O.)
That one really hurt --

APOLLO
Here comes my favorite part.

Rocky is seen getting floored by Creed.

APOLLO
(continuing; watching)
Man, I've gotta ask you something -- How the hell did you ever get up?

(CONTINUED)

193 CONTINUED:

ROCKY
(smiles)
... It was too early to go home.

CUT TO:

194 PAULIE *

stands against a wall stacked with trophies and boxing memorabilia, especially outstanding are large color shots from Rocky's and Apollo's two fights... Paulie wears his sunglasses. Adrian stands at the very end of * the room bordered by darkness.

APOLLO
(laughs)
Combinations like that are terrifying. *

PAULIE
(drily)
Say what ya want -- Ya still got *
dumpo'ed. *

APOLLO
Is he always so cheerful?

ROCKY
(to Paulie)
Yo, Paul -- Don't get mentally irregular tonight, okay?

PAULIE
It's a free country.

ROCKY
Just don't get irregular.

PAULIE
It's an irregular country. Look, *
I don't wanna discuss no philosophy here.

ROCKY
(to Apollo)
It takes about six years to get to know him.

APOLLO
(points at the screen)
See those combinations -- now that's what you have to develop -- look at what happened during your last fight --

(CONTINUED)

194 CONTINUED:

The tape goes on and Rocky is at war with Clubber Lang.

APOLLO
(continuing)
You and Clubber have the same style, except he's stronger and breaks bones with either hand... Now when you fight a man that mean, don't go meeting him head-on, he'll break you up inside and out -- He may not look smooth but he gets the job done -- Now you've got to be scientific, keep him off balance, shift pace, movin' side to side all the time...
(rises)
... You've got to be a dandy.

ROCKY
Like you?

APOLLO
(smiles)
Of course... We've got to change you from the ground up -- But the hardest thing to change will be this --
(taps his temple)
-- when you do that the rest will happen. We've got some traveling to do so we better get some sleep.

Apollo rises. Adrian stares at Rocky as the SCENE FADES.

Rocky continues to watch himself being beaten by Clubber Lang... A hint of doubt creeps into his eyes.

195 ROCKY'S HOUSE - DAY

Rocky is seen coming down the steps with a pair of suitcases in his hands... He is well dressed... At the front door is Apollo and an apprehensive Paulie...

Adrian and Rocky Jr. follow him down the stairs.

ADRIAN
Do you think we forgot anything?

ROCKY
I don't think so.

(CONTINUED)

195 CONTINUED:

ADRIAN
Maybe another sweater?

ROCKY
I don't think so -- California's supposed to be pretty warm.

They cross to the front door.

ADRIAN
Call when you land.

ROCKY
Yeah...
(to Rocky, Jr.)
Listen to your mother. And brush your teeth. Okay?

ROCKY, JR.
Okay.

PAULIE
Let's get going.

APOLLO
(to Adrian)
Nice meeting you -- I'll take good care of him.

Smiles.

Rocky looks doleful as he kisses Adrian and his son good-bye...

ROCKY
... I hope I'm doin' right.

He exits towards a waiting taxi as his wife and son move on.

196 LOS ANGELES AIRPORT - DAY

Rocky, Apollo and Paulie, who is wearing dark wrap-around sunglasses, step out of the airport and up to a taxi.

PAULIE
(to Rocky)
Ya gotta wear sunglasses in California or they'll think you're a fruitcake hick.

(CONTINUED)

196 CONTINUED:

ROCKY
Thanks for the information.

PAULIE
(to Apollo)
Why'd we have to come to Los Angeles to train? Why not New York?

APOLLO
It's where I started.

PAULIE
So?

APOLLO
So now it's where you're starting --
(to the taxi driver)
... Watts.

PAULIE
What?

APOLLO
No... Watts.

197 EXT. DOWNTOWN HOTEL - DAY

Rocky, Apollo and Paulie disembark the taxi in front of a decrepit hotel in a mixed neighborhood... The well dressed men, except for Paulie, stand out against the dismal backdrop.

PAULIE
Yo -- What the hell we doin' here?

APOLLO
Getting back.

PAULIE
Gettin' back to what?! This place is disgustin' -- Why don't we stay at your place?

Apollo starts to move inside.

APOLLO
You're missin' the point -- Let's check in and get to the gym.

(CONTINUED)

197 CONTINUED:

PAULIE
Yo, Rock, we don't need this -- In my opinion it's not up to your standard.

ROCKY
Let's try it.

PAULIE
(to himself)
... I don't even have a gun.

198 EXT. TOUGH GYM - DAY

Apollo, Rocky and Paulie move towards the vile looking gym... Rocky and Apollo carry their equipment bags.

PAULIE
Rocky, I like jokes -- fun. I like these things. This I don't like -- Look at this dump. Rats even have too much pride to be caught dead here -- What I'm sayin' is it lacks class.

199 INT. TOUGH GYM - DAY

Apollo, Rocky and Paulie enter the dreary joint. The dark, painful looking texture is overwhelming and even enhanced by the many rugged, sweating black fighters that slowly cease in their training activities as Apollo, Rocky and Paulie move forward... The feeling of being surrounded by angry jungle cats prevails.

APOLLO
This is where I first started.

PAULIE
That's your problem -- C'mon, Rock, let's leave before we're left for dead.

APOLLO
See the look in their eyes -- When we fought, I trained hard, but I didn't have that look in my eye, you did, and you won -- You need it again. The eye of the tiger, man.

(CONTINUED)

199 CONTINUED:

PAULIE
No class in here.

DUKE, the seasoned trainer, steps forward. *

DUKE *
Hey, champ -- everything's set up ready to go.

He stares hard at Rocky. *

APOLLO *
Duke, you recognize this man, don't you? *

DUKE *
(after a pause) *
I recognize him alright -- It's good to be workin' with you, 'cause we sure had enough of workin' against ya. -- How you feelin'? *

ROCKY *
Good, thanks. *

APOLLO
Let's get changed -- We may live modern but we're gonna train old... getting back the fire, right, Duke? *

DUKE *
Right. *

Apollo starts to move off... The young fighters start to crowd around him... Paulie draws Rocky aside.

PAULIE
Yo -- Let's get outta here -- I gotta reputation.

ROCKY
Reputation?

PAULIE
You heard -- I don't like these people.

ROCKY
Maybe they don't have a big affection for you neither.

PAULIE
What did I do?

(CONTINUED)

199 CONTINUED: (2)

ROCKY
(starts to move off)
... And they call me punchy.

200 INT. TOUGH GYM - DAY

Paulie leans against the wall and observes Rocky dressed in full sweats... Apollo stands next to Paulie dressed in a workout outfit... pulsating MUSIC comes from a portable STEREO cassette machine... Several fighters look on in wonderment.

PAULIE
He ain't too graceful.

DUKE *
That's why we're here --

PAULIE
Waste of time. He's got heavy feet.

APOLLO
Now get on the balls of your feet -- Feel loose, let your body feel a rhythm... It'll take time, but it'll come --

Apollo starts bouncing from foot to foot, and Rocky awkwardly tries to keep pace.

APOLLO
(continuing)
C'mon, get those feet out of the concrete.

PAULIE
He can't train with that jungle junk music.

APOLLO
Quiet! --
(to Rocky)
You're no statue -- Glide, float, balance. We're gonna start a new dance called 'The Brawl.'

Rocky tries to find a rhythm and studies himself in the mirror. Some of the fighters shake their heads in dismay.

ROCKY
How stupid do I look?

(CONTINUED)

200 CONTINUED:

APOLLO
Just keep it up.

Duke glides over to Paulie... *

PAULIE
Hey, I'm tellin' ya, trainin' him like a colored fighter ain't gonna work -- He ain't Apollo. *

DUKE *
No, he's not.

PAULIE
He ain't got rhythm. Forget it.

DUKE *
You know that, do you?

PAULIE
I know that.

DUKE *
... Look.

Rocky is now beginning to move very well with the MUSIC.

APOLLO
What d'you know... Italians got rhythm.

Apollo smiles at Rocky and moves back to Paulie. *

APOLLO
(continuing)
Good, very good -- Now get that jab working -- Stick, stick, stick...
(to Paulie)
Can he swim?

PAULIE
... With a name like Rock?

201 INT. INDOOR POOL

Rocky is in an old pool doing short laps... Paulie observes from the side, likewise Apollo and Duke. Rocky * turns and swims away.

PAULIE
When do you think he'll drown?

(CONTINUED)

201 CONTINUED:

DUKE *
Another lap.

PAULIE
He ain't no tuna -- we belong back in the gym.

DUKE *
He's too tight, he has to stretch and develop muscles he never thought he had.

PAULIE
Nobody can change that much... He's a brawler, he ain't no boxer.

APOLLO
You keep telling him that, he won't be nothin'.

PAULIE
I just don't wanna see him lookin' like no fool.

APOLLO
Man, what we see doesn't matter, it's what he does.
(to Rocky)
Another lap.

Rocky swims to the pool's edge... he seems distant.

APOLLO
(continuing)
... Another!

202 EXT. OLD HOTEL - NIGHT

Cheap neon flashes as drunks stumble around outside.

203 INT. PAULIE'S ROOM - NIGHT

Paulie's room is horrible... the NOISE is driving him crazy. He jumps from his bed, throws open the window and screams at the noisy derelicts:

PAULIE
You Sterno bums, shut up before I squash ya's! There's decent people sleepin'!...
(quietly) *
Who needs this sick place! -- I don't. *

204 INT. APOLLO'S ROOM

Apollo is with Duke watching 16mm film of Rocky and Clubber. *

APOLLO *
He's got to get him early. I *
figure we can keep the pace going *
for about eight rounds -- After *
that he'll be out of steam... *

205 INT. HOTEL LOBBY - NIGHT

Rocky is standing in the lobby on the pay phone... behind him are several shoddy transients watching late movies on a black and white TV.

206 INT. HOTEL - ROCKY'S ROOM - NIGHT *

Rocky is in the cramped, crumbling bathroom and in the * dull glow of bare bulbs he half-heartedly practices his * jab in front of the filmy mirror. He pauses and leans * closer to inspect the scars and looks depressed. MUSIC * STARTS as he turns off the light and exits.

206 thru 208 OMITTED *

209 INT. GYM

Rocky is dancing to the rhythm of the pulsating MUSIC coming from a portable STEREO.

APOLLO
Good -- loosen up! Rhythm! --
Think about being a boxer, not a
gorilla.

ROCKY
I'm tryin'.

210 FLASH FORWARD

Rocky's mind begins to flash forward. He visualizes Clubber Lang bearing viciously down on him the night of the fight... Apollo is in his corner, likewise Paulie... The NOISE is DEAFENING... Clubber glares at him... Apollo's voice cuts through. *

211 PRESENT

APOLLO
(forcefully)
Get that bounce. C'mon, get light!

212 INT. GYM - DAY

Apollo is punching as Rocky works on defense... He moves side to side trying to avoid punches. *

DUKE *
C'mon, side to side, c'mon! That's it! Slip! Slip!

Paulie eyes the situation with mounting doubt.

213 FLASH FORWARD

Rocky sees himself being knocked to the canvas and badly beaten by Clubber Lang... just before he falls, the day-dream ends.

214 PRESENT

APOLLO
C'mon, wake up!!

215 INT. HOTEL - NIGHT

Rocky lies in his bed as the brutal SOUNDS OF THE BOOING CROWD from the fight arena grow in his head...

216 FLASH FORWARD

He sees himself being pelted with trash... He sees Apollo walk away in disgust... likewise Adrian, Paulie and Duke. *

CUT TO:

217 INT. GYM

Rocky is moving around the ring trying to imitate Apollo, who glides to and fro effortlessly.

ROCKY
... It's not happenin'.

(CONTINUED)

217 CONTINUED:

APOLLO
I don't want to listen to that -- Jab! Everything we do works off the jab! *

218 FLASH FORWARD

Rocky sees himself hitting Clubber at will but Clubber only laughs.

CLUBBER (V.O.)
You're nothin'!

219 ROCKY COMES BACK TO REALITY

ROCKY
I can't do this stuff.

APOLLO
If you say you can't, then the fight's over now! -- If you believe in what we're doing, you'll do it -- It's up to you.

CUT TO:

A220 INT. HOTEL ROOM - NIGHT

Rocky, unable to sleep, stares up at the ceiling.

220 EXT. TRAIN TRACKS - DAY

Rocky and Apollo run along the tracks. Their beards are fuller. Rocky and Apollo exchange doubtful stares.

221 FLASH FORWARD

Rocky visualizes himself on the canvas badly beaten and unconscious... Adrian, Apollo, Paulie and Duke, along with hordes of reporters, frantically shove to get close ... Cops shove people away. *

PAULIE
Get back!

ADRIAN
He's not breathing!! He's not breathing.

222 INT. GYM

Rocky is in the gym working the extremely difficult double end reaction bag...

APOLLO
You're used to just catching punches -- No more! Defense! -- Open your eyes. Slip! Make him miss!

Paulie watches and shakes his head and looks at Duke. *

223 FLASH FORWARD

Rocky visualizes himself being stalked by Clubber Lang.

224 PRESENT

Rocky comes back to reality, tries to slip the punches and is hit. Misses the bag.

PAULIE
(to Apollo)
... This ain't him.

CUT TO:

225 EXT. BEACH - EARLY MORNING

Apollo, Paulie, Duke and Rocky are on a deserted beach. *

APOLLO
What we're going to do are wind sprints to develop explosive speed.

ROCKY
I never did this with Mick.

*
Rocky gazes at Paulie standing about a hundred yards * away.

DUKE *
(to Rocky)
You better be high steppin' 'cause Apollo can burn, baby.

PAULIE
Rock's good. He used to outrun every cop in the neighborhood.

APOLLO
Ready.

(CONTINUED)

225 CONTINUED:

DUKE *
Ready -- Go!

Apollo and Rocky take off, and Apollo's superior speed is evident to him the first step.

PAULIE
C'mon, Rocko -- Floor it!

226 FANTASY

Rocky starts to fantasize about the fight... He sees Clubber charging.

CUT TO:

227 PRESENT

Rocky running in sand.

CUT TO:

228 FANTASY

Rocky being assaulted brutally by Clubber.

CUT TO:

229 PRESENT - CLOSEUP OF ROCKY SPRINTING

CUT TO:

230 FANTASY - ADRIAN CRYING AT RINGSIDE

CUT TO:

231 FANTASY

Rocky starting to crumble to the canvas in SLOW MOTION.

CUT TO:

232 PRESENT

Rocky's sprinting begins to slow down.

CUT TO:

233 FANTASY

Rocky tumbling to the canvas in SLOW MOTION...

CUT TO:

234 FANTASY

EXTREME CLOSEUP of Adrian crying; Paulie, Duke and Apollo yelling. *

CUT TO:

235 PRESENT

Rocky's sprinting becomes even slower.

CUT TO:

236 PRESENT

Apollo reaches the finish line and turns to face Rocky ... Rocky's pace is almost a slow jog...

CUT TO:

237 ANGLE

Rocky stops running.

CUT TO:

238 FANTASY

Rocky is seen crumbling on the canvas... He looks pitifully at Adrian, then at Apollo... Behind Apollo he sees what appears to be image of Mickey staring at him... The old man turns and exits.

CUT TO:

239 PRESENT

Rocky stops running and stares at Apollo, Duke and Paulie standing thirty yards away. *

PAULIE
What's wrong?

(CONTINUED)

239 CONTINUED:

APOLLO
(low)
... It's over, man.

Rocky walks away, leaving Apollo and Paulie in confusion ... Paulie goes to Rocky.

PAULIE
Hey...

ROCKY
What?

PAULIE
Whatta ya scared of?

(CONTINUED)

239 CONTINUED:

Rocky remains silent.

PAULIE
I can see it comin'. I seen this comin' -- What's the matter? When Mick died, did ya turn punk? What? Don't do this to yaself.

ROCKY
... Ain't hungry no more.

Rocky turns and walks away.

240 EXT. ROCKY'S BACKYARD - DUSK

Rocky and his son are kicking a ball around.

ROCKY
That's it -- use both ya hands to catch it.

The child misses.

ROCKY
(continuing)
That's okay. It's gettin' better. Try again.

Rocky continues to play, but his mind is far away... Adrian watches from the window.

241 INT. ROCKY'S HOUSE

Rocky watches as his son works on a coloring book.

ROCKY, JR.
What color should I make the eyes?

ROCKY
I dunno -- green.

The child draws some more.

ROCKY
(continuing)
Hey, let me teach ya how to throw a jab. Stand up. You'd like it.

ROCKY, JR.
... I don't want to, Daddy.

242 INT. ROCKY'S HOUSE - NIGHT

Adrian is in the kitchen. The TELEVISION is ON. Adrian observes this. Paulie stands in the kitchen.

PAULIE
How long ya gonna let him hang around before ya say somethin'?

ADRIAN
Paulie, it's his life.

PAULIE
Whatever he's doin' now is fake.

ADRIAN
What do you mean by that?

PAULIE
Whatta I mean? What's he doin' here? Playin' with the kid -- is that what you two got going now?

243 OMITTED

244 EXT. ROCKY'S GARAGE - NIGHT

Rocky sits with Rocky, Jr. on the back of the motorcycle.

ROCKY
So this guy, Pinocchio, told another lie an' his smeller started growin' more --

ROCKY, JR.
What's a smeller?

ROCKY
His nose -- The nose grew like a banana, y'know.

ROCKY, JR.
Why didn't his ears grow?

ROCKY
I dunno -- I wasn't there.

ROCKY, JR.
Are you leaving again?

ROCKY
I'm stayin' here.

(CONTINUED)

244 CONTINUED:

ROCKY, JR.
Promise?

ROCKY
Promise.

ROCKY, JR.
Good -- I like you here.

ROCKY
So do I -- Now it's time for sleep.

CUT TO:

245 INT. BEDROOM

Adrian sits in front of the television in her darkened room.

246 ON TELEVISION SCREEN

SPORTS ANNOUNCER #3
... Many people are shocked and disappointed by the failure of the rematch and two men in particular.

Clubber Lang comes ONTO THE SCREEN.

REPORTER #9
Did this come as a shock?

CLUBBER
Yeah, I knew he was very scared, but I thought he would go for the money if nothin' else.

REPORTER #10
Did his camp send over a reason for his backing out?

CLUBBER
Nothin' -- Last I heard he was workin' out with old Apollo Creed, and these two losers knew they would get a beating in front of everybody -- So they quit.

The picture changes and Apollo Creed appears.

(CONTINUED)

246 CONTINUED:

APOLLO
There aren't any excuses -- Rocky had other things on his mind besides fighting, so he thought it best to retire.

REPORTER #11
Do you think he could have defeated Clubber Lang? -- He took a terrible beating.

APOLLO
He could win.

CUT TO:

247 INT. BATHROOM - NIGHT

Rocky stands in the bathroom washing his face. He is preparing for bed. Adrian enters and stands in the doorway.

ADRIAN
Rocky.

ROCKY
Good evening.

ADRIAN
I want to ask you something important -- And I want you to tell me the truth.

ROCKY
Sure.

ADRIAN
Why did you come home?

ROCKY
... What?

ADRIAN
Why did you come home? -- You've never really told me.

ROCKY
It was time.

ADRIAN
What does that mean?

(CONTINUED)

247 CONTINUED:

Rocky turns off the water.

ROCKY
... It means I don't want it no more, Adrian.

ADRIAN
When did you think of that?

ROCKY
It just come to me.

ADRIAN
If you did it because you wanted to, I'm glad...

ROCKY
... I did.

ADRIAN
... But I know the way you think.

ROCKY
The fightin' use to mean somethin', now it don't mean nothin'.

ADRIAN
It's just you've never quit anything since I've known you.

ROCKY
... I'm here 'cause I wanna be.

ADRIAN
Please don't lie to me.

Rocky goes into:

248 INT. BEDROOM - NIGHT

ADRIAN
... Remember once you stood here and said, 'I never told you to stop being a woman, don't ask me to stop being a man.' -- No one is asking you to do anything -- I just want you to do what you have to do to be yourself.

ROCKY
How 'bout we go to sleep.

(CONTINUED)

248 CONTINUED:

ADRIAN
Not now.

ROCKY
What're you tryin' to do?

ADRIAN
Get some answers.

ROCKY
I gave ya answers before -- I'm here, I don't wanna fight no more, an' that's it.

ADRIAN
That's not it -- it's not that simple.

ROCKY
What's everybody want from me?

ADRIAN
This is not everybody, it's me... I have to live with you. Why did you quit?

ROCKY
For you --

ADRIAN
No.

ROCKY
For the kid.

ADRIAN
No.

ROCKY
Then what do you want me to say? What? -- I don't wanna lose nothin', okay?

ADRIAN
Lose what?

ROCKY
I gotta go out awhile.

Rocky exits.

249 INT. ROCKY HOUSE - NIGHT *

Rocky hurries down the steps and opens the closet. He beholds many beautiful overcoats and jackets... He tosses them aside and digs almost frantically in the back of the closet. And withdraws his old black leather coat and cut-off gloves that are in the pocket ... He exits. * * * * * * *

250 thru 253 OMITTED * *

254 EXT. GRAVEYARD - NIGHT

A WIDE SWEEPING VIEW of a much inhabited cemetery. A man is seen standing in the distance. It is Rocky. He looks down at the gravestone that reads:

MICKEY GOLDMILL
April 7, 1905 to August 15, 1981

ROCKY
Mick, I don't know what to do now -- I don't know exactly what to say here -- What has happened? How'd everythin' that was so good get so bad?... When ya get older I always thought things was supposed to get on the simpler side. Y'know... easier... That ain't happenin' -- No way -- That ain't near happening here.
(starts to pace)
... I wanna tell ya something, Mick. I been keepin' this to myself an' maybe I still should, but I can't no more... Why'd ya have to wreck everythin'!? Why couldn't ya just tell me where it was really at from the start -- Why'd ya have to carry me an' lie to me about how good I was when I wasn't?
(MORE)

(CONTINUED)

254 CONTINUED:

ROCKY (CONT'D)
Those fights weren't right. They weren't! Ya never had me fight nobody who was all in their prime! There was always some angle to hold onto the title longer, squeeze the glory longer, right, and the first real contender who beats me very bad... Understand what I'm sayin'?... I loved ya, Mick, you was like my first family. A team. I'd do anythin' for ya. You were it all. So why couldn't ya be up front with me from the start. I know you was tryin' to protect me, makin' me think I was better than I was. But that protectin' doesn't help nothin'. It only makes things worse! Ya wake up after a few years thinkin' you're a winner. But ya really a loser. No real champ, a paper champ. From the start ya were suppose to be honest with me... I coulda handled that -- so what? So we wouldn't have the title as long. So what? It woulda been real!

(moves closer to the headstone)

... I got all these questions -- I need some answers... Y'know, before ya died, ya said we should go out right an' I lied an' said I won... That was hard to live with. But now, what good is keepin' the promise? What? All my life I've been fightin' -- I've had it. Maybe I'm losin' my heart, but I backed out 'cause before it was just me. An' y'know, I didn't care none about what happened, but I don't wanna lose what I got... Adrian don't understand that. She thinks I should go back.

(backs away)

Is she right -- I dunno -- I dunno -- maybe she is or I wouldn't be here. Doin' all this thinkin'... The thing is, who ya suppose to live for? A promise to a man who's gone, your family or to yourself?

(CONTINUED)

254 CONTINUED: (2)

Rocky stares at the headstone.

ADRIAN (O.S.)
... For you.

Startled, Rocky wheels around and faces his wife standing several feet away.

ADRIAN
(continuing)
... For you, Rocky.

She turns and moves away.

CUT TO:

255 EXT. PHONE BOOTH - PHILLY STREET - NIGHT

Rocky goes into a phone booth and dials.

256 INT. ROCKY'S HOUSE

Paulie is lying awake in bed, the PHONE RINGS.

PAULIE
Rocky -- Are you alright? Where's Adrian?

257 PHONE BOOTH

ROCKY
She's on her way back home. Could you wake little Rock up?

PAULIE (V.O.)
Yeah, sure --

Rocky looks around at the morning mist starting to rise.

ROCKY
Hello, Slugger. Sorry to wake ya -- You remember the Pinocchio guy I told you about -- The one whose nose would grow if he lied?

ROCKY, JR. (V.O.)
... Who is this?

(CONTINUED)

257 CONTINUED:

ROCKY
... Me -- Ya father.

ROCKY, JR. (V.O.)
Yeah, I remember Pinocchio, Daddy.

ROCKY
Well, I just wanna tell you that I been lying a little -- An' I might have to go away awhile to fix it all up -- Okay?

ROCKY, JR. (V.O.)
Okay -- When will you come back?

ROCKY
Soon -- You go back to sleep now.

Rocky hangs up the phone and moves out of the phone booth.

258 thru 263 OMITTED

264 EXT. MUSEUM STEPS - EXTREME CLOSEUP OF THE ILLUMINATED ROCKY STATUE

The CAMERA SLOWLY PANS DOWN and reveals Rocky parked at the curb astride his motorcycle, staring up at his bronze figure with its fist raised in glory.

... The MUSIC BUILDS slowly as Rocky's hands begin to rise. His fists are nearly outstretched as the MUSIC BUILDS IN INTENSITY...

With his jaw set with determination, and fists now fully extended into the blackness of the night, the spirit is born again!

TRAINING MONTAGE

265 EXT. TRAIN TRACKS - EARLY MORNING

Rocky and Apollo are jogging through the early morning haze.

266 INT. GYM - DAY

Apollo, Duke and Paulie watch as Rocky whips the speedbag. *

267 INT. GYM

Rocky strains to follow Apollo through the boxing movement. Rocky is getting better... Paulie, and Duke watch. *

268 INT. BOXING GYM

Rocky works out on the difficult double end reaction bag... He hasn't mastered it, but he shows great improvement.

APOLLO
Stay on it -- Stick!

269 EXT. BEACH - DAY

Rocky and Apollo are thundering through the sand doing wind sprints... Paulie and Duke are at the finish line. *

PAULIE
Move it, Rocko!

Apollo crosses first and Paulie shakes his head in disappointment.

270 INT. POOL

Rocky strains as he plows through the water... Paulie and Duke are present. He reaches the wall and Apollo shouts * out.

APOLLO
Let's go -- five more!

271 INT. GYM - DAY

Rocky is blazing away with the skip rope.

272 INT. GYM - NIGHT

Rocky and Apollo dance to the MUSIC.

273 INT. GYM - DAY

Rocky jabs at the punching mitts held by Duke. *

274 INT. GYM - DAY

Rocky and Apollo move together in perfect time... When Rocky performs a very difficult movement, Apollo laughs and they slap hands.

275 INT. GYM - DAY

Rocky has mastered slipping punches and ducks beneath Apollo's ceaseless bombardment.

276 INT. GYM

Rocky is going faster than ever on the skip rope.

APOLLO
Double up!

Rocky leaps into the air and performs double jumps at never before seen speed.

277 INT. GYM - NIGHT

Only the ring is illuminated, and Apollo and Rocky practice graceful footwork.

278 INT. GYM - DAY

Rocky punches gracefully at an assortment of bubbles being blown by Apollo and Paulie. *

279 INT. POOL

Rocky is swimming with all his might and the water churns angrily in his wake... He is exhausted as he reaches the wall.

PAULIE
Rocky, the fish!

Rocky grabs Paulie's leg and pulls him in. *

280 EXT. BEACH - DAY *

Rocky and Apollo are sprinting... their veins bulge and muscles seem to be bursting from their skin as they speed towards Paulie and the finish line.

It's neck and neck.

PAULIE
Do it, Rocko! Do it!

Apollo is slightly ahead and appears to be pulling away when Rocky shortens the distance...

(CONTINUED)

280 CONTINUED:

Apollo gives it his final burst of speed, likewise Rocky.

DUKE
Burn! Burn!

Rocky surges forward and crosses the finish line first.

Paulie and Duke rush over, likewise Apollo... Rocky is ecstatic and he is lifted in the air... The FRAME FREEZES as Rocky drives his fist towards the sky... A BELL is heard.

281 EXT. MADISON SQUARE GARDEN - NIGHT

The BELL from the last scene bleeds into this one... the bright lights of the New York marquee read:

HEAVYWEIGHT CHAMPIONSHIP
CLUBBER LANG
vs
ROCKY BALBOA

REMATCH COMMENTATOR #1 (V.O.)
Welcome, ladies and gentlemen, to world famous Madison Square Garden -- a most exciting backdrop for the anxiously awaited rematch between former champ, Rocky Balboa, and reigning Heavyweight Champion, Clubber Lang! The Garden itself is packed with some of the most loyal fight fans in the world who have come to this arena where the anticipation grows as fight time draws near... We switch you now to our remote cameras inside the fighters' dressing rooms.

CUT TO:

282 INT. ROCKY'S DRESSING ROOM

Rocky's hands are being taped -- Apollo, Adrian, Paulie and Duke are present. Paulie is at the door.

PAULIE
Those TV people want in.

APOLLO
Keep them out!
(to Rocky)
Everybody will see you soon enough.

DUKE
(low)
Everybody will see the fire, see it burn, feel the heat.

283 INT. CLUBBER'S DRESSING ROOM

Clubber's hands are being taped.

INTERVIEWER
Champ... with the fight ready to begin would you care to comment on how you plan to fight Balboa? What's your strategy? *

CLUBBER
... Don't need any. The man's predictable and stupid -- the man comes straight ahead -- He's made for me!

284 thru 290 OMITTED

291 COMMENTATORS

REMATCH COMMENTATOR #2
Since both men are brawlers, with the edge in power going to Clubber Lang -- Odds are long against Balboa regaining the Title --

COMMENTATOR #1
I'd have to agree. Toe-to-toe Lang is utterly devastating, and much too strong.

292 ROCKY'S DRESSING ROOM

Rocky is pacing all alone as everyone stares in silence.

APOLLO
Remember what it took to get and remember where you came from. * Remember what he did to you. Now * it's your turn -- your turn -- * last chance. *

293 CLUBBER'S DRESSING ROOM

INTERVIEWER
Is this running battle you've had with Balboa just a ploy to build up what people would call the 'Hate Gate?'

(CONTINUED)

293 CONTINUED:

CLUBBER
I try not to hate but I got some hate inside -- I dislike most people. They're bloodsuckers -- I don't hate Balboa, but I will destroy anybody who tries to take what I got. Anybody. *

INTERVIEWER
Any predictions about the fight?

CLUBBER
Prediction? *

INTERVIEWER
Yes. *

CLUBBER
... pain.

294 THE ARENA

Many people in the arena chanting his name and showing banners and placards.

CROWD
Rocky -- Rocky -- Rocky!

CUT TO:

295 COMMENTATORS

REMATCH COMMENTATOR #1
... Lang's a brawler who likes to hurt a man to the body.

COMMENTATOR #2
... Also Balboa may never have psychologically recovered from the vicious knockout by Clubber.

CUT TO:

296 ROCKY'S DRESSING ROOM

Apollo leans next to Rocky.

(CONTINUED)

296 CONTINUED:

APOLLO
(softly)
... I just wanna say I'm proud of you -- It's tough to change -- very tough -- and you proved you could do it. And now you're gonna prove it to everyone tonight...

ROCKY
... Yeah.

Paulie motions from across the room.

PAULIE
It's time, Rock.

APOLLO
... After tonight, remember you owe me a favor.

Apollo looks at him and pats his shoulder. Rocky kisses Adrian.

CUT TO:

297 COMMENTATORS

REMATCH COMMENTATOR #1
Hey, here comes Rocky and Apollo now -- Two former champions!... Balboa looks deadly serious tonight, Jim.

CUT TO:

298 ROCKY, PAULIE AND APOLLO

make their way to the ring. The crowd builds in intensity.*

REMATCH COMMENTATOR #2 (V.O.)
That he does -- Word has it this is Rocky's last fight -- Win, lose or draw -- But he has a score to settle and his serious mood reflects just that... Rocky Balboa, the iron man from Philadelphia, certainly has the support from this crowd.

CUT TO:

299 MANY PEOPLE IN THE ARENA

chanting his name and showing banners and placards.

CROWD
Rocky -- Rocky -- Rocky!

CUT TO:

300 RING

Rocky starts to climb into the ring.

REMATCH COMMENTATOR #1 (V.O.)
'The Italian Stallion,' an eight-to-one underdog climbing into the ring -- He looks incredibly trim, doesn't he? He looks twenty pounds lighter. *

REMATCH COMMENTATOR #2 (V.O.)
That he certainly does!

Rocky steps through the ropes. Apollo and Duke have "Rocky"* written on the back of their sweaters. Paulie has just "Paulie" written on his.

APOLLO
(to Rocky)
Rhythm and power -- Rhythm and power... get mad.

PAULIE
(to Apollo)
Yo -- ya did a great job.

APOLLO
... Thanks.

CUT TO:

301 COMMENTATORS

REMATCH COMMENTATOR #1
Balboa does not really possess any ring skills, but I've never seen a fighter with as much raw determination to get to the top of his profession --

REMATCH COMMENTATOR #2
Here comes the champion now, Clubber Lang!

CUT TO:

299 MANY PEOPLE IN THE ARENA

chanting his name and showing banners and placards.

CROWD
Rocky -- Rocky -- Rocky!

CUT TO:

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APOLLO
... Thanks.

CUT TO:

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REMATCH COMMENTATOR #2
Here comes the champion now, Clubber Lang!

CUT TO:

302 CLUBBER AND HIS ENTOURAGE

move through the crowd... Clubber looks ferocious.

REMATCH COMMENTATOR #1
The champion looks sullen, look at those eyes -- I'll tell you, folks, I sure wouldn't want to be in there.

303 RING

Apollo leans next to Rocky.

APOLLO
No matter what happens, be cool.

304 CLUBBER

He enters the ring and the crowd cheers and boos... He raises his fists and lumbers towards Rocky and scowls.

CLUBBER
Hey, sucker, you ready for a beatin'? You should never have come back.

He gets close to Apollo, almost nose to nose.

CLUBBER
(continuing)
An', boy, after him you're next, boy.

APOLLO
... Get out of my face.

CLUBBER
What ya gonna do, boy?

Apollo shoves him, and Clubber comes roaring back... Before they can exchange blows, they are separated.

CLUBBER
(continuing; being led away)
I'm comin' for you -- After I crucify him -- you're mine, sucker!

(CONTINUED)

304 CONTINUED:

ROCKY
I thought you said be cool.

APOLLO
... That was cool!

CUT TO:

305 COMMENTATORS

REMATCH COMMENTATOR #1
A brawl before the bell! -- Apollo and Clubber wanting to go at each other right on the spot. That ring is ready to explode... The fight is about to officially begin.

CUT TO:

306 RING ANNOUNCER

The Ring Announcer motions for the bell to be rung.

REMATCH RING ANNOUNCER
Welcome, ladies and gentlemen, to Madison Square Garden and to the * World's Heavyweight Championship Fight -- would everyone stand for * the National Anthem sung by *

307 ANGLE *

As the Anthem is sung the fighters pace and stare one another down.

308 OMITTED *

309

310 RING ANNOUNCER

REMATCH RING ANNOUNCER
Now for the main event --
(MORE)

(CONTINUED)

310 CONTINUED:

REMATCH RING ANNOUNCER (CONT'D)
In the blue corner, weighing one hundred and ninety-one pounds, the former Heavyweight Champion of the World, 'The Italian Stallion,' Rocky Balboa!!

The AUDIENCE APPLAUDS.

CUT TO:

311 ANOTHER ANGLE

Adrian sits in the crowd with Rocky, Jr. -- Rocky glances down at them.

312 THE RING

REMATCH RING ANNOUNCER
In the red corner, weighing two hundred and thirty-seven pounds, the hard punching battler from New York, the reigning Heavyweight Champion of the World, Clubber Lang.

Clubber raises his fist and disrobes, exposing the Heavyweight Title belt.

312A ANGLE *

Rocky disrobes. *

COMMENTATOR #1
I can't believe it -- He looks like a middleweight. * *

312B ANOTHER ANGLE *

The REFEREE motions the fighters to the center of the ring... Rocky goes with Apollo... Clubber and Rocky's molten expressions are chilling as they stand nearly nose-to-nose.

REMATCH REFEREE
You men know the rules -- Break clean when I say break, and give us a good fight.

Clubber refuses to shake hands and spits on the canvas.

(CONTINUED)

312B CONTINUED: *

CLUBBER
... Gonna bust you up.

ROCKY
... Go for it.

The fighters return to their corners.

CUT TO:

313 ROCKY'S CORNER

Rocky and Apollo stand facing the crowd... Apollo's eyes burn into the fighter's unyielding countenance of welling determination.

APOLLO
You know what you've got to do -- No matter what, don't fight his fight -- You're the best now! Believe it! Rhythm and power! Rhythm and power!

Rocky nods.

PAULIE
Bring it home, Rocko.

Rocky nods and kneels to make the sign of the cross... He glances ringside at his wife...

The BELL RINGS and the fight is now reality.

314 ANOTHER ANGLE

Furiously charging for the quick kill, Clubber is met by a tattoo of swift jabs that find their marks... Rocky dances around the angry mound of muscle, beating him in every possible fashion.

REMATCH COMMENTATOR #1
The fighters move to the center of the ring and, oh my God, Balboa's dancing and drilling a stiff right jab into Clubber's face!

REMATCH COMMENTATOR #2
Another jab, another, and another! Folks, this isn't the Rocky we expected, he's dancing like Apollo Creed -- It's absolutely unbelievable!

(CONTINUED)

314 CONTINUED:

REMATCH COMMENTATOR #1
Absolutely -- Clubber Lang is confused and trying to mount an attack, but can't corner -- I can't believe I'm saying this -- Can't corner the fleet-footed challenger!

Rocky keeps Clubber off balance by continually changing directions.

CUT TO:

315 ROCKY'S CORNER

Apollo, Paulie and Duke yell encouragement. *

APOLLO
Rhythm! -- He's fantastic.

PAULIE
Go after him!

316 CLUBBER

He finally manages to get close to Rocky and bulls him against the ropes over Rocky's corner.

REMATCH COMMENTATOR
... The champion is trying to narrow the gap -- Oh, is he mad! -- The champion charges and bulls Balboa against the rope -- It could be trouble now!

CUT TO:

317 ROCKY'S CORNER

APOLLO
Tie him up! Tie him up! *

CUT TO:

318 ANOTHER ANGLE

Rocky ties him up. Clubber tries to bang Rocky hard against the shoulders and mid-section. * *

318A ROCKY'S CORNER

APOLLO
Turn and chop a right!

CUT TO:

318B ANGLE

Rocky turns and chops right and left. Then a flurry of combinations.

319 CLUBBER'S CORNER

MANAGER
Charge him! Get off!

CUT TO:

320 ANGLE

At a point of sheer desperation, Clubber lunges out and flails at Rocky... Rocky sidesteps and Clubber goes into the ropes... Rocky now opens up.

REMATCH COMMENTATOR #1
The champion is furious! He's lookin' for the one punch that will take the starch out of the challenger's legs -- Clubber going for Balboa's head, oh good, punches that have the challenger backing up -- Look at that, Balboa fakes and is off the ropes and double hooks to the body! Oh, here come the bombs!!

Clubber lunges. Rocky nails him hard with a counter left.

CUT TO:

321 ADRIAN

She and the crowd around her are on their feet.

CUT TO:

322 ROCKY'S CORNER

APOLLO
Throw it!!! Two hands!

(CONTINUED)

322 CONTINUED:

PAULIE
Two hands -- C'mon, Rocko!

323 THE RING

Clubber is beginning to totter, and Rocky continues to bang away.

REMATCH COMMENTATOR #2
The champion is in real trouble -- I don't know what is keepin' him upright! Rights and lefts are just pouring from the southpaw!

The BELL RINGS as Clubber manages to barely hang on to a shred of consciousness... The fighters go to their corners.

CUT TO:

324 ROCKY'S CORNER

Paulie, Apollo and Duke begin to work on Rocky who chooses * to stand.

APOLLO
You're doing great! Don't get crazy an' we're home!

CUT TO:

325 CLUBBER'S CORNER

He balefully eyes Rocky across the ring.

MANAGER
Everything's workin' off his jab -- Step inside -- keep crowdin' him -- Don't give him a chance to set! He can't keep dancin' like that * for long. *

CLUBBER
... I'll kill him.

CUT TO:

326 ROCKY'S CORNER

APOLLO
He's gonna come hard -- You counter and move! Counter and move! *

ROCKY
The man's strong. *

PAULIE
Ya look great, Rocko.

DUKE
Keep fakin'. *

CUT TO:

327 RING CENTER

Rocky and Clubber clash in the center of the ring, and Rocky begins to pepper away at Lang's face.

REMATCH COMMENTATOR
There's the bell and Balboa sets a fiery pace banging three unanswered jabs off the champion's eyes... the hellcat from Philly is giving no quarter and looks determined to beat the odds again. *

Clubber feints and wings a good sweeping hook that drives Rocky back into a corner... Rocky fights back, but Clubber's power dominates, and Rocky holds on for dear life...

CLUBBER
Fight me here -- Why you runnin'? You ain't no man!

The Referee tries to break them up. .. Clubber hits Rocky in an insulting fasion as the clinch breaks.

CLUBBER
(continuing)
You ain't no man!

ROCKY
C'mon.

REMATCH COMMENTATOR #1
It now looks like Rocky wants to trade with the champion -- That could be a fatal mistake!

(CONTINUED)

327 CONTINUED:

Clubber sails into Rocky with pulverizing body blows that etch pain on Rocky's face.

CUT TO:

328 ROCKY'S CORNER

APOLLO
What the hell's he doin'? Get out of there!

CUT TO:

329 RING ACTION

Rocky receives a pulverizing blow and a cut opens over his eye.

REMATCH COMMENTATOR #1
Rocky's in big trouble in round two, the round the champion predicted -- Oh, the right hand hurt Rocky again -- What a fight!

Rocky surges back with a wild flurry that stuns the champion and frees Rocky.

REMATCH COMMENTATOR #2
Here comes Balboa! A beautiful six punch combination... Rocky moves to safer ground, but Clubber Lang chases him down -- Balboa is cut again! *

While backpedaling, Rocky throws a series of right-left combinations, but Clubber leaps from his crouched stance and catches Rocky flush on the jaw... He works the Philadelphian over.

CUT TO:

330 ROCKY'S CORNER

APOLLO
Hold on -- Hold him, dammit!

PAULIE
Clinch, Rock!

CUT TO:

331 RING ACTION

Clubber is seconds away from demolishing Rocky.

REMATCH COMMENTATOR
Balboa is being worked on again -- Oh, they're coming from the floor -- He's not clinching and that's going to cost him dearly!... What in the world is keeping him up! -- Oh, another combination by the champion -- Rocky is out on his feet -- Balboa is down!

Clubber drives him to the canvas and snarls in victory as he moves to a neutral corner.

CUT TO:

332 ROCKY'S CORNER

Apollo shakes his head in despair... Paulie is insane.

PAULIE
Get up!

CUT TO:

333 ADRIAN

She turns her face away.

CUT TO:

334 RING ACTION

Rocky is on one knee.

REMATCH COMMENTATOR
Five -- six -- seven -- eight --

Rocky rises.

REMATCH COMMENTATOR
(continuing)
The unbelievable Balboa -- He could come back from that beating -- What does he have for a heart!

The Referee looks in his eye and wipes off the gloves.

CUT TO:

335 ROCKY'S CORNER

APOLLO
We should stop it! -- He's going to get hurt bad!

PAULIE
He ain't gettin' hurt -- He's gettin' mad! Look!

CUT TO:

336 RING ACTION

The Referee motions for the man to commence fighting and they certainly do... Rocky starts to jab, but the express train charge of Lang is too much to keep away and pounds Rocky into a corner.

REMATCH COMMENTATOR #1 (V.O.)
Balboa is trapped again -- Those punches are murderous!

REMATCH COMMENTATOR #2 (V.O.)
His fight plan has gone out the window -- All he's doing now is getting his ribs caved in!

Rocky dodges under an arching hook and bangs Clubber to the body and head... He is free -- Rocky now goes into a shell.

REMATCH COMMENTATOR #2 (V.O.)
(continuing)
Balboa is in a shell -- waving Clubber to come on. Oh, unanswered hooks to the head -- Rocky waves him on -- Clubber assaults him with a vengeance.

Balboa taunts as Clubber flails at him.

ROCKY
My sister hits harder!

Clubber attacks again.

ROCKY
(continuing)
Gettin' tired?

336A ROCKY'S CORNER

APOLLO
What's he doin'?

336B RING

The fighters still battle and are separated by the Referee and Apollo and Paulie.

CLUBBER
You ain't gonna stay with me! Hear?! You're stupid! What kinda fightin' is that?! Stupid!

ROCKY
I might be stupid but I'm not breathing heavy.

They are pulled towards their corners.

CLUBBER
(to crowd)
I'm the man! I'm the man!

CUT TO:

337 ROCKY'S CORNER

Apollo angrily spins Rocky around as they get to their corner, seizing him by the shoulders.

APOLLO
What the hell are you doin'?

ROCKY
I know what I'm doin'.

APOLLO
If you stand toe-to-toe with him, you've lost, understand?! He's too strong... Box him, dammit!

REMATCH COMMENTATOR (V.O.)
We can almost guarantee this one won't go the distance....

CUT TO:

338 CLUBBER'S CORNER

MANAGER
Don't go wastin' ya punches --

(CONTINUED)

338 CONTINUED:

CLUBBER
He's nothin'!

MANAGER
You're the champ! Don't try to take him out with one punch --

CLUBBER
He's mine.

MANAGER
-- Use ya head.

CUT TO:

339 ROCKY'S CORNER

APOLLO
If you trade with him, he'll kill you -- Just keep movin' side to side and use the left lead -- You came here to win this fight, win it!

The BUZZER SOUNDS and Rocky stands... He glances down at his wife.

APOLLO
(continuing)
Shine on, dammit, shine on!

CUT TO:

340 CLUBBER'S CORNER

The huge man stands, awaiting the bell.

MANAGER
Wear him down. He's all ours!

340A ROCKY'S CORNER

Apollo watches Rocky circle Clubber.

APOLLO
(low)
Get ready -- get ready.

341 ANOTHER ANGLE

The BELL SOUNDS.

(CONTINUED)

341 CONTINUED:

REMATCH COMMENTATOR #1
Here we are in the third round of this already incredibly grueling contest that should logically have never gone beyond round two... The bell sounds and Clubber and Rocky circle one another. Neither wanting to commit a mistake that could end it all. Clubber charges!

Clubber starts to move in -- Rocky moves away and stiffly counters and keeps Clubber at bay.

REMATCH COMMENTATOR #1
(continuing)
Four quick jabs in Clubber's face -- The champion brushes them aside and chases Balboa down -- Balboa three jabs -- a right, then left. The champion is furious! Oh, a solid hook drives Rocky into his own corner -- This could be all she wrote.

CUT TO:

342 ROCKY'S CORNER

PAULIE
Get outa there!

343 RING ACTION

Balboa is getting jarred by the barrage thrown at him -- He tries to slip away, but he is hopelessly trapped.

REMATCH COMMENTATOR #2
It's all over now -- The champion is landing at will -- This fight could be over -- No! Balboa slips and blocks ... Here comes Rocky!

When all appears lost, Rocky throws a beautiful combination that jars Clubber... Suddenly energized, Rocky begins to back Clubber up and has the man in trouble.

CUT TO:

344 RINGSIDE

Adrian is on her feet.

(CONTINUED)

344 CONTINUED:

ADRIAN
Get him!

CUT TO:

345 RING ACTION

Rocky now begins to work Clubber over, angling the man's body every which way from the variety of punches.

CUT TO:

346 ROCKY'S CORNER

PAULIE
Break his head!

CUT TO:

347 RING ACTION

Rocky has driven Clubber painfully along the ropes.

REMATCH COMMENTATOR #2 (V.O.)
Rocky is back burying his fist in Lang's face, then switching to caving in the champion's ribs -- An incredible comeback -- No, wait .... Rocky is hurt!

Clubber rips an uppercut to the liver that freezes Rocky's motion... Clubber reverses the action and drives Rocky back.

CUT TO:

348 ROCKY'S CORNER

Paulie pounds the mat.

PAULIE
Go after him -- Tear him up!

349 RING ACTION

The arena is thundering down an ever-increasing "Rocky" chant.

CUT TO:

350 RINGSIDE

Adrian is standing and chanting with the audience.

CUT TO:

351 RING ACTION

When all appears hopelessly lost, Rocky again turns the tide with a sudden flurry that moves him to the center of the ring -- He motions for Clubber to come ahead.

ROCKY
(furiously)
C'mon, c'mon!

352 THE AUDIENCE

goes wild at the sight of the challenge.

REMATCH COMMENTATOR #1
Look at that! -- Balboa is challenging the champion to come ahead. I can't believe it.

CUT TO:

353 ROCKY'S CORNER

APOLLO
I can't believe it.

PAULIE
Believe it. Get him, Rocko!

354 RING ACTION

Clubber wades into Rocky and the men bomb away at each other from point blank range... Both are nearly out on their feet.

REMATCH COMMENTATOR #1
Balboa with a combination and reply to the head by the champion -- Balboa again hurts Lang -- Would you believe Balboa is standing toe-to-toe, beating the stronger champion at his own game. It's trench warfare -- The old Rocky is back -- Oh, the champion is hurt! He is being demolished!!

(CONTINUED)

354 CONTINUED:

Rocky matches the intenseness of the champion, and going back to his old style of bruising in-fighting, gains on Clubber, and finding the right opening, pours out a rapid volley of pinpoint accurate punches that knock Clubber backwards. The champion cannot regain his balance, and Rocky pummels him into a corner.

PAULIE
... Go for it!!

APOLLO
Let it loose! Let it loose!

Rocky pulls out all stops and tattoos his opponent and finally whips a murderous right hook that topples Clubber sideways, through the ropes and out of the ring... Rocky leaps to a neutral corner as the Referee counts over the prostrate champion.

355 THE CROWD

is insane with praise... Rocky looks at Adrian, his eyes are wild like an animal's in the heat of battle.

CUT TO:

356 CLUBBER'S CORNER

MANAGER
Get up!

CUT TO:

357 ROCKY'S CORNER

Apollo and Paulie are in suspended animation while monitoring the Referee's count.

CUT TO:

358 THE REFEREE

finishes the count.

REMATCH REFEREE
Six -- seven -- eight -- nine -- ten! You're out!

359 RING ACTION

The top nearly blows off the arena. The ring is flooded with press and well-wishers. Rocky leaps into the air and into Apollo's embrace.

PAULIE
Yo, Rocko! Ya beautiful!

Rocky smiles and embraces Apollo who is overwhelmed with emotion.

APOLLO
You did it, man! You've got nothin' to prove to nobody! Nothin'!

Clubber unsteadily rises and shoves people away. Adrian enters the ring. Rocky embraces her.

ADRIAN
(crying)
I love you -- Are you alright? *

ROCKY
Never better. *

CLUBBER
(touches gloves)
... You got it -- you got it, tonight -- Hey, all the badmouthin' was to get the people goin', hear.

He walks away.

ROCKY
Thanks.

CUT TO:

360 RING ANNOUNCER

REMATCH RING ANNOUNCER
Winner by a knockout -- in one of the most incredible comebacks in boxing history, and once again Heavyweight Champion of the World, the Italian Stallion, Rocky Balboa.

CUT TO:

361 ROCKY

ROCKY
(a sudden realization)
... It's all over.

APOLLO
Everything, man, except you owe me a favor.

ROCKY
What?

APOLLO
... You'll see -- You'll see.

CUT TO:

362 INT. MICKEY'S GYM - NIGHT

A pair of LOCKERS are heard SLAMMING SHUT in the otherwise deserted and silent gym.

ROCKY (O.S.)
Y'know... I can't believe you're doing this.

APOLLO (O.S.)
We made a deal.

ROCKY
Yeah, but this is extremely crazy.

APOLLO
Yeah, mentally irregular.

Apollo and Rocky are dressed in their boxing outfits and move toward the well-worn ring.

APOLLO
(continuing)
... But it makes all the sense it needs to make -- You owe me a favor, right?

ROCKY
Yeah -- When'd you think of this?

APOLLO
About three years ago.

ROCKY
This is crazy.

(CONTINUED)

362 CONTINUED:

APOLLO
The last time we met you were lucky -- Beat me by one second -- One second -- Now that is hard for a man of my intelligence to handle.

ROCKY
But didn't you say after losin' to me, you'd learned to live with it.

APOLLO
(laughs)
... I lied.

ROCKY
So you've just gotta know for yourself.

APOLLO
Just for myself. No TV, no papers, just us.

The men climb into the ring.

ROCKY
Go slow -- Ya not as young as springtime no more.

APOLLO
Young enough to whip your butt.

ROCKY
How can you win? Ya taught me all your tricks.

APOLLO
(laughs)
Almost everything.

Apollo stands in his corner smiling.

APOLLO
(continuing)
... Stallion, I want you to remember that you might fight great, but I'm a great fighter... Ready?

ROCKY
... Absolutely.

They move to the center of the ring and begin sparring...

(CONTINUED)

362 CONTINUED: (2)

They resemble two grown children trying to hold onto the last fragments of youth.

APOLLO
Too bad we gotta get old, Stallion.

ROCKY
Just keep punchin'.

Rocky and Apollo are seen unleashing the same punch at the same time. At the same moment of impact, the SCENE FREEZES on their joyous expressions.

FADE OUT.

THE END